

CORPORATE GOVERNANCE REPORT

I Company's philosophy on Code of Governance

Swaraj Automotives Ltd. ("SAL") has been practicing the principles of good corporate governance, disclosure and transparency since its incorporation. It considers itself as the custodian and trustee for all its Stakeholders. SAL has always sought and will continue to seek corporate excellence and profits through ethics, passion and perseverance.

A report on compliance with the Code of Corporate Governance as prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is given below:

II Board of Directors

The Composition of the Board is in accordance with the Listing Regulations. The Company has an Independent Non-Executive Chairman and the number of Independent Directors is 1/3rd of the total number of Directors. The number of Non-Executive Directors is more than one half of the total number of Directors. The Non-Executive Directors bring wide range of experience and independent judgement to the Board's deliberations and decisions. Mr. Rama Kant Sharma and Mr. Jeevan Mahaldar are the Managing Director and Executive Director of the Company respectively.

Mrs. Namrata Jain, Non-Executive Director, is in the whole-time employment of b4S Solutions Pvt. Ltd. and draws remuneration from it. Shri Rama Kant Sharma, Managing Director, is also associated with b4S Group. b4S Solutions Pvt. Ltd. is the promoter of the Company.

Apart from the above and the re-imburement of expenses incurred in discharge of their duties and the remuneration that some of the Non-Executive Directors would be entitled to under the Companies Act, 2013, none of the Directors has any other material pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management and associates which in their judgement would affect their independence. The Directors of the Company are not inter-se related to each other.

The primary role of the Board is that of trusteeship, to protect and enhance shareholders' value through strategic supervision of Company's operations. The Board also provides direction and exercises appropriate control to ensure that the Company fulfills the stakeholders' aspirations and societal expectations.

A. Composition of the Board

The Company's Board of Directors currently comprises 6 (six) members. While two members are Non-Independent Non-Executive Directors, the Managing Director and Executive Director are the Executive Directors of the Company and remaining two (including the Chairman of the Board) are Independent Directors.

The information on Composition of the Board, number of Board Meetings, attendance of Directors at Board Meetings / Annual General Meeting, Directorships and Committee positions held in Public companies is given below:

Name of Director	Category	Financial Year 2017-18		Attendance at the last AGM	Total No. of Directorships [^] in public companies [#]	Committee ⁺ Position held in public companies [#]	
		Board Meetings held	Board Meetings attended			Chairman	Member
Non-Executive							
Mr. J.B.Kapil, Chairman	Independent	4	4	Yes	1	1	-
Mr. Jamil Ahmad	Non Independent	4	4	Yes	1	1	-
Mr. Rajiv Sharma	Independent	4	4	Yes	1	-	1

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Name of Director	Category	Financial Year 2017-18		Attendance at the last AGM	Total No. of Directorships [^] in public companies [#]	Committee ⁺ Position held in public companies [#]	
		Board Meetings held	Board Meetings attended			Chairman	Member
Mrs. Namrata Jain	Non Independent	4	4	Yes	1	-	-
Executive							
Mr. Rama Kant Sharma, Managing Director	Non Independent	4	4	Yes	1	-	1
Mr. Jeevan Mahaldar, Executive Director	Non Independent	4	4	Yes	2	-	1

Excluding private, foreign and companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013.

+ Committees considered are Audit Committee and Stakeholders Relationship Committee[^], including that of Swaraj Automotives Ltd.

- a) None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in the Listing Regulations) across all the companies in which he is a Director.
- b) The Senior Management has made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

B. Board Procedure

The Board meets at regular intervals and a detailed Agenda is sent to each Director prior to Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Board is apprised at every Meeting regarding the overall performance of the Company. The Board also inter alia reviews strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any, adoption of quarterly/half-yearly/annual results, significant labour issues, and Minutes of Meetings of the Audit and other Committees of the Board. Details of familiarization programme of the Independent Directors are available on the Company's website www.swarajautomotive.com.

During the financial year 2017-18, 4 Board Meetings were held on 12th May, 2017, 11th August, 2017, 8th November, 2017, 09th February, 2018. The gap between two consecutive Meetings did not exceed 120 days.

The 42nd Annual General Meeting (AGM) was held on 11th August, 2017.

C. Meeting(s) of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Non- Independent Directors, Executive Director and any other management personnel. The meeting(s) is conducted in a manner to enable the Independent Directors to discuss matter pertaining to, inter alia, review of performance of Non- Independent Directors and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year, one meeting of Independent Directors was held on 9th February, 2018.

D. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, a system has been put in place to carry out performance evaluation of the Board, its Committees and individual directors. An appraisal format has been devised covering various aspects of the Board's functioning such as adequacy of composition of the Board and its Committees, Board process, culture and accountability etc. Similarly,

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a separate format is also formulated for carrying out evaluation of the performance of individual Directors including the Chairman of the Board, which inter-alia include parameters such as level of engagement and contribution, understanding of industry and global trends, and independence of judgement etc.

E. Directors Profile

The brief profile of the Company's Board of Directors is given below:

Mr. J.B.Kapil

Mr. J.B.Kapil joined the Company's Board in February, 2016.

Mr. J.B.Kapil is an Electric Engineer and having more than 52 years of experience. Mr. Kapil is currently associated with PSG Electricals Pvt. Ltd. as Technical and Commercial Consultant and had worked with Companies like Ghaziabad Engineering Company / Harsha Tractors, Hindustan Tin Works Ltd. and Vidhyut Control (India) Pvt. Ltd.

The details of Mr. Kapil's Membership in Committees are given below:

S.No.	Name of the Company	Name of Committee	Position Held
1.	Swaraj Automotives Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member

Mr. Kapil does not hold any share in the Company.

Mr. Jamil Ahmad

Mr. Jamil Ahmad joined the Company's Board in February, 2016.

Mr. Jamil Ahmad is from Indian Revenue Services and retired in 2010 as Chief Commissioner of Income Tax. During his service, he worked in the states of Madhya Pradesh, Punjab, Uttar Pradesh, Delhi, West Bengal and Chhattisgarh. After retirement, Mr. Ahmad was appointed as Financial and Taxation Advisor by Chhattisgarh Govt. owned power companies. Currently, he is associated with b4S Solutions Pvt. Ltd. as Finance and Taxation Consultant. He is also a qualified mechanical engineer.

The details of Mr. Ahmad's Membership in Committees are given below :

S.No.	Name of the Company	Name of Committee	Position Held
1.	Swaraj Automotives Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Chairman

Mr. Jamil Ahmad does not hold any share in the Company.

Mr. Rajiv Sharma

Mr. Rajiv Sharma joined the Company's Board in February, 2016.

Mr. Rajiv Sharma is an MBA from Faculty of Management Studies, a Fellow Member of the Institute of Company Secretaries of India and has qualified examination of Certified Public Accountant from United States. He has experience of over 27 years in finance and financial services sector. He is currently working as CFO of Fairwinds Pvt. Equity, formerly Reliance Private Equity. Mr. Sharma had also worked with Axis Private Equity, BTS Investment Advisors, IFCI Financial Services etc.

The details of Mr. Rajiv Sharma's Membership in Committees are given below :

S.No.	Name of the Company	Name of Committee	Position Held
1.	Swaraj Automotives Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member

Mr. Rajiv Sharma does not hold any share in the Company.

Mrs. Namrata Jain

Mrs. Namrata Jain joined the Company's Board in February, 2016.

Mrs. Namrata Jain has done post graduate diploma in Business Management, Finance & Marketing and is having 9 years of experience in corporate finance, project financing and financial research & analysis. She is currently working with b4S Solutions Pvt. Ltd.

Mrs. Jain does not hold any share in the Company.

Mr. Rama Kant Sharma

Mr. Rama Kant Sharma joined the Company's Board in February, 2016 and has been appointed as Managing Director for a period of 3 years with effect from 4th February, 2016.

Mr. Rama Kant Sharma is a Law Graduate and having 28 years of corporate experience. He is currently Director in b4S Solutions Pvt. Ltd., a leading Manpower providing company dealing in consultancy, outsourcing, and managing operations & maintenance in telecom industry.

Mr. Rama Kant Sharma is also a Director of SAB Motors Private Limited, b4S Infratech Private Limited, Bhardwaj Packaging & Components Private Limited, Vascoda Holiday Resorts Private Limited.

The details of Mr. Rama Kant Sharma's Membership in Committees are given below:

S.No.	Name of the Company	Name of Committee	Position Held
1.	Swaraj Automotives Limited	Stakeholders Relationship Committee	Member

Mr. Rama Kant Sharma does not hold any share in the Company.

Mr. Jeevan Mahaldar

Mr. Jeevan Mahaldar joined the Company's Board in February 2016 and has been appointed as Executive Director for a period of 3 years with effect from 4th February, 2016.

Mr. Jeevan Mahaldar is a MBA & Mechanical Engineer, having experience of 34 years in engineering & automotive sector and had worked with Minda Group, TATA, Singer India Ltd., Shriram Piston and Rings etc. He is also Director in Institute for technology and Management, ITM Edutech (India) Limited, ITM Edutech Training Private Limited.

The details of Mr. Jeevan Mahaldar's Membership in Committees are given below:

S.No.	Name of the Company	Name of Committee	Position Held
1.	Swaraj Automotives Limited	Audit committee	Member

Mr. Jeevan Mahaldar does not hold any share in the Company.

III Committees of the Board

A. Audit Committee

The Audit Committee was reconstituted during the year and currently comprising the following Directors of which two are independent Directors, including the Chairman of the Committee:

- Mr. J.B.Kapil, Chairman
- Mr. Rajiv Sharma
- Mr. Jeevan Mahaldar

All the Members of the Committee have vast experience and knowledge of corporate affairs & financial management and possess accounting and financial management expertise.

The role, terms of reference and the authority and powers of this Committee are in conformity with the requirements of the Companies Act 2013 and the Listing Regulations. The functions of the Audit Committee

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inter-alia include review of systems and procedures, overseeing the functioning of internal audit, the effectiveness of internal controls and regulatory compliances. It also reviews Company's financial reporting process, disclosure of financial information, observations of auditors and recommends the appointment of statutory auditors, their fees and reviews quarterly / annual financial statements before submission to the Board. It is also empowered to inter alia review Management Discussion and Analysis of financial condition, results of operations and related party transactions. Generally, all items listed in Regulation 18(3) of the Listing Regulations are covered in the terms of reference. The Audit Committee has been granted powers as prescribed under Regulation 18(2)(c) of the Listing Regulations. The meetings of the Audit Committee are also attended by the Company Secretary and other senior functionaries of the Company as and when required.

The Company Secretary acts as the Secretary to the Committee.

Mr. J.B. Kapil, the Chairman of the Audit Committee, attended the last Annual General Meeting held on 11th August, 2017

During the financial year under review, 4 meetings of Audit Committee of the Board were held on 12th May, 2017, 11th August, 2017, 8th November, 2017, and 09th February, 2018. The gap between the two consecutive meetings did not exceed 120 days.

Attendance record of the Members of the Audit Committee for FY 2017-18 is as under :

Name of the Member Director	No. of Meetings Held	No. of Meetings Attended
Mr. J.B.Kapil	4	4
Mr. Rajiv Sharma	4	4
Mr. Jeevan Mahaldar	4	4

B. Stakeholders Relationship Committee

The Stakeholder Relationship Committee comprises the following Directors:

- Mr. Jamil Ahmad, Chairman
- Mr. R.K. Sharma

Mr. Jamil Ahmad, Non-Executive Director, is chairman of the committee.

Mr. Gagan Kaushik, Company Secretary, is the Compliance Officer of the Company.

The Committee meets at periodic intervals, to approve inter-alia, transfer / transmission of shares, issue of duplicate share certificates and review status of investors' grievances and the functioning of the Share Department/Registrar & Share Transfer Agents in order to render effective and quality services to investors.

During the financial year under review, Two meetings of Stakeholders Relationship Committee was held on 12th May, 2017 and 8th November, 2017.

Attendance record of the members of the Stakeholders Relationship Committee for FY 2017-18 is as under :

Name of the Member Director	No. of Meetings Held	No. of Meetings Attended
Mr. Jamil Ahmad	2	2
Mr. R.K. Sharma	2	2

The Company had received 33 enquiries/complaints from the shareholders and all of them have been attended/resolved.

As on date, there are no shares pending for transfer received during the year under review.

C. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises following three Non-Executive Directors of which two are Independent, including the Chairman of the Committee:

- Mr. Rajiv Sharma, Chairman
- Mr. J.B. Kapil
- Mr. Jamil Ahmad

The purpose of the Committee inter-alia includes identification and selection of persons who may be appointed as directors / independent director(s) or as key managerial personnel or in senior management based on certain laid down criteria, formulate policy relating to the remuneration for the directors, key managerial personnel and other employees, to decide on the stock options to be granted, if any, to the eligible employees, directors including non-executive directors; and to deal with such other matters and functions as may be prescribed from time to time.

During the financial year, 1 meeting of Nomination and Remuneration Committee of the Board were held on 11th August 2017.

Attendance record of the Members of the Nomination and Remuneration Committee for FY 2017-18 is as under :

Name of the Member Director	No. of Meetings Held	No. of Meetings Attended
Mr. Rajiv Sharma	1	1
Mr. J.B.Kapil	1	1
Mr. Jamil Ahmad	1	1

IV Remuneration to Directors

Remuneration Policy

The key provisions of the policies related to selection and appointment of Directors and their remuneration are given below:

a) Policy for Selection and appointment of Directors

i) Appointment of Directors

- The Nomination and Remuneration Committee (NRC) reviews and assesses Board composition and recommends the appointment of new Directors as and when required. In evaluating the suitability of individual Board member with regard to qualifications, positive attributes and independence of director, the NRC takes into account the following criteria that:
 1. All Board appointments are based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective.
 2. Ability of the candidates to devote sufficient time and attention to his/her professional obligations as Independent Director for informed and balanced decision making.
 3. Adherence to the Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Independent Directors
- Based on recommendation of the NRC, the Board evaluates the candidature and decides on the selection of the appropriate member.

ii) Removal of Directors

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations thereunder or due to non-adherence to the applicable policies of the Company, the

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NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

iii) Succession Planning

The successors for the Independent Directors shall be identified by the NRC. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC from among the Senior Management or through external source as the Board may deem fit. The NRC will accord due consideration for the expertise and other criteria required for the successor.

The Board may also decide not to fill the vacancy caused at its discretion.

b) Policy for Remuneration to Directors

i) Non-Executive Director including Independent Directors:

The Nomination and Remuneration Committee (NRC) shall decide on the basis for determining the compensation, both Fixed and Variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and the Listing Regulations and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

ii) Whole Time / Executive Director(s):

The remuneration to Whole Time / Executive Director(s) shall be recommended by NRC to the Board. The remuneration may consist of fixed and variable compensation and may be paid as salary, perquisites & allowances, performance bonus and fringe benefits, if any, as approved by the Board and within the overall limits specified in the Shareholders resolution. The revision in compensation, if any, will be determined annually by the NRC based on their performance.

Remuneration Details

Sitting fees is paid to Independent Directors for attending the meetings of the Board of Directors and Committees thereof within the prescribed limits as decided by the Board and reimbursement of expenses incurred for attending the Board and Committee Meetings. Currently, the sitting fees is paid as under:

- Rs.30,000 for every Board Meeting
- Rs.20,000 for every Committee(s) Meeting (other than Stakeholders Relationship Committee)
- Rs.5000 for every Stakeholders Relationship Committee Meeting

The details of Directors' remuneration for 2017-18 is as follows;

Independent Non-Executive Directors

(Rs. in Lakhs)

Name of the Directors who were in receipt of sitting fees during FY 2017-18	Sitting Fees for Board and Committee Meetings paid during FY 2017-18
Mr. J.B. Kapil	2.20
Mr. Rajiv Sharma	2.20

Executive - Managing Director and Executive Director

(Rs.in Lakhs)

Name of Director	Salary (Basic and Allowance)	Commission	Contribution to Provident	Other Perquisites	Stock Option	Total	Service Contract (Tenure)
Mr. Rama Kant Sharma (Managing Director)	10.71	Nil	1.29	Nil	Nil	12.00	4th February, 2016 to 3rd February, 2019
Mr. Jeevan Mahaldar (Executive Director)	37.50	Nil	4.50	Nil	Nil	42.00	4th February, 2016 to 3rd February, 2019

V General Body Meetings

Details of last three Annual General Meetings (AGMs) of the Company are given below:

Year	Date	Time	Special Resolutions passed
2015	28 July, 2015 3.45 P.M.	Swaraj Engines Ltd, Plot No 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab-160062	Appointment of Mr. Arun Arora as Manager of the Company for a period of 5 years effective 1st April, 2014.
2016	10 August, 2016 3.00 P.M.	Hotel Dawat, SCO 10C, Phase-V, Sector 59, Phase IX, S.A.S.Nagar (Mohali)-160059	Appointment of Mr. Rama Kant Sharma as Managing Director for a period of three years (from 4th February, 2016 to 3rd February, 2019). Appointment of Mr. Jeevan Mahaldar as Executive Director for a period of three years (from 4th February, 2016 to 3rd February, 2019). Approval and adoption of new Articles of Association of the Company.
2017	11 August, 2017 3.00 P.M	Hotel Cama, S.C.O. 13-18, Phase-3A, Sector 53, S.A.S. Nagar (Mohali) Punjab-160059	No special resolution has been passed at the general meeting.

No Extra-ordinary General Meeting was held during the past three years.

There was no matter which required to be passed through postal ballot during the year and the Company does not propose any special resolution to be conducted through postal ballot.

VI Means of Communication

- a) In compliance with the requirements of the Listing Regulations, the Company regularly intimates quarterly un-audited as well as audited financial results to the Stock Exchange immediately after they are taken on record by the Board. These financial results are normally published in the leading financial / national/ regional newspapers (Business Standard and Punjabi Tribune) and are also displayed on the Company's website **www.swarajautomotive.com**;
- b) The official news releases are displayed on the Company's website **www.swarajautomotive.com**;
- c) During the year ended 31st March, 2018, no presentations were made to institutional investors or analysts.

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VII Shareholder Information

1. 43rd Annual General Meeting

Date : 10th August, 2018
Time : 4.00 P.M.
Venue : Hotel Cama, SCF 13-18, Sector-53, Phase-3A,
S.A.S. Nagar, (Mohali), Punjab-160059

2. Financial Calendar (tentative)

The Financial year covers the period from 1st April to 31st March.

Calendar for the Board Meetings to be held to review / approve the financial results of the Company for FY 2018-19 is given below:

- Quarter ending 30th June, 2018 Second week of August, 2018
- Half year ending 30th September, 2018 Second week of November, 2018
- Quarter ending 31st December, 2018 Second week of February, 2019
- Year ending 31st March, 2019 May, 2019

Note: The above schedules are indicative.

3. Dividend Payment

Will be paid/dispached between 16th August, 2018 to 20th August, 2018

4. Date of Book Closure

14th July, 2018 to 20th July, 2018 (both days inclusive)

5. Listing on Stock Exchange

BSE Ltd. (BSE)
25th Floor, P.J. Towers, Dalal Street, Mumbai - 400001
Listing Fee for F.Y. 2017-18 of BSE has been paid.

6. Stock Code

BSE Ltd. (BSE) : 539353

7. CIN: L45202PB1974PLC003516

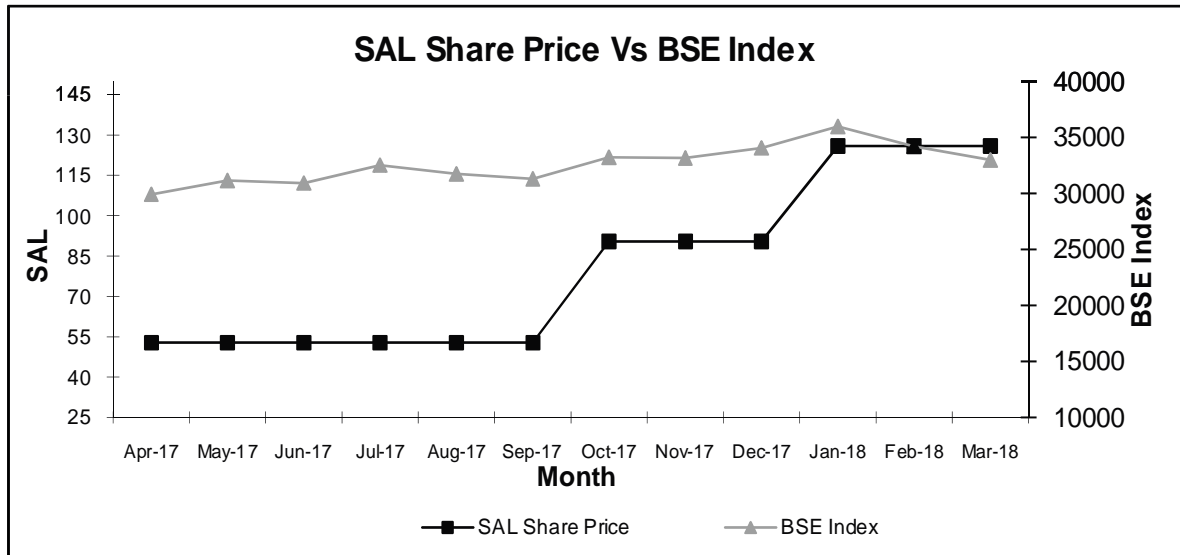
8. Stock Price Data

The Company's shares are listed at BSE Ltd. Accordingly, monthly High - Low Quotations of shares traded at BSE Ltd. are as under:

Month	BSE Ltd.	
	High (Rs.)	Low (Rs.)
April 2017	52.9	52.9
May 2017	52.9	52.9
June 2017	52.9	52.9
July 2017	52.9	51.3
August 2017	52.9	52.9
September 2017	52.9	52.9
October 2017	90.45	58.25
November 2017	90.45	90.45
December 2017	90.45	90.45
January 2018	125.9	94.95
February 2018	125.9	125.9
March 2018	125.9	125.9

9. Stock Price Performance

SAL Share Price performance relative to BSE Sensitive Index



10. Registrar and Transfer Agents

M/s MCS Share Transfer Agent Limited (MCS), F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 are the Registrar and Share Transfer Agent for physical shares of the Company. MCS is also the depository interface of the Company with both NSDL and CDSL.

Tel No. : 011 - 41406149
 Fax No. : 011 - 41709881
 Email address : helpdeskdelhi@mcsregistrars.com
 Contact Person: Mr. Amar Jit

Share Transfer & other Communication regarding Share Certificates, Dividends and Change of Address etc. may be addressed to Registrar, M/s MCS Share Transfer Agent Limited or to the Share Department of the Company at its Registered Office at C-127, IV Floor, Satguru Infotech, Industrial Area Phase-VIII, S.A.S.Nagar (Mohali), Punjab - 160071.

11. Transfer System for physical shares

Share transfers are being registered & returned within the stipulated timeline from the date of receipt, if the documents are valid in all respects.

Total number of shares transferred during 2017-18 was 125 (Previous Year - 417).

The Company does not have any shares issued in physical form, which remain unclaimed

SWARAJ AUTOMOTIVES LIMITED**12. Shareholding Pattern as on 31st March, 2018**

Category of Shareholders	No. of Share holders	No. of Shares Held	% of Holding
1 Promoters	1	17,98,285	75
2 Mutual Funds	1	1,06,389	4.44
3 Financial Institutions / Banks	–	–	–
4 Govt. (investor education protection fund)			
5 Foreign Institutional Investors	1	10,850	0.45
6 Bodies Corporate - Indian	20	1,49,561	6.24
7 NRIs	–	–	–
8 Indian Public	833	3,32,628	13.87
9 OCB	–	–	–
Total	856	23,97,713	100.00

13. Distribution Pattern of Shareholding as on 31st March, 2018

No. of Equity Shares held	No. of Shareholders		No. of Shares Held	
	Numbers	% total	Numbers	% total
1 - 500	721	84.13	66272	2.76
501 - 1000	31	3.61	26416	1.10
1001 - 5000	91	10.62	182350	7.60
5001 - 50000	11	1.29	1,47,631	6.16
50001 - 100000	1	0.12	90,000	3.75
100001 & above	2	0.23	18,85,044	78.61
Total	856	100.00	23,97,713	100.00

14. Dematerialisation of Shares

The trading in Equity Shares of Swaraj Automotives Limited is permitted only in dematerialised form. The Company has joined National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the trading. As on 31st March, 2018, 95.31% of the equity capital is held in electronic form.

International Securities Identification Number (ISIN): INE724G01014

(with NSDL and CDSL)

15. Outstanding GDR's / ADR's / Warrants / Convertible Instruments

Not Applicable.

16. Plant Location

Swaraj Automotives Limited
Kakrala Road,
Nabha, Distt. Patiala,
Punjab -147201

Swaraj Automotives Limited
183/1, Belur Industrial Area,
Dhardwad, Distt. Dhardwad,
Karnataka-580011

17. Address for correspondence**Registrar and Share Transfer Agent**

M/s MCS Share Transfer Agent Limited
Unit: Swaraj Automotives Ltd.
F-65, 1st Floor,
Okhla Industrial Area, Phase - I
New Delhi - 110 020
Email: helpdeskdelhi@mcsregistrars.com

Phone : 011 - 41406149

Fax : 011 - 41709881

Compliance Officer & Company Secretary

Mr. Gagan Kaushik, Company Secretary
Registered Office:
Swaraj Automotives Ltd.
C-127, IV Floor, Satguru Infotech,
Industrial Area Phase-VIII,
S.A.S.Nagar (Mohali), Punjab - 160071
Email: kaushik.gagan@swarajautomotive.com

Phone : 0172 - 4650377

Fax : 0172 - 4650377

18. Website Address: www.swarajautomotive.com**VIII Other Disclosures****A. Disclosure of transactions with Related Parties**

During FY 2017-18, all transactions entered into with related parties were in the ordinary course of business and on arms length basis. The Company has not entered into any transaction of material nature with the promoters, the directors or the management or their relatives etc. that may have potential conflict with the interests of the Company. The Company has no subsidiary. Details of related parties and transactions with them are covered at Note 2.28 of the Annual Accounts. The policy for related party transactions approved by the Board of Directors of the Company is available at the Company's website www.swarajautomotive.com

B. Details of non-compliance etc.

There has neither been any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchanges or SEBI or any other statutory authorities, on any matters related to capital market during the last three years.

C. Whistle Blower Policy

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end, the Company has adopted a Code of Conduct for its employees including Members of the Board of Directors referred to as "the Code" and other Policies as may be applicable from time to time which lays down the principles and standards that should govern the actions of the Company and its Employees. Any actual or potential violation of the Code/Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Employees in pointing out such violations of the Code/Policies cannot be undermined. Accordingly, the Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company or Chairman of the Company.

All Employees of the Company are eligible to make Protected Disclosures under the Policy. Protected Disclosures may be in relation to matters concerning the Company. Protected Disclosures should be reported in writing and addressed to the Chairman of the Audit Committee of the Company or Chairman of the Company for investigation. During the year under review, no employee has approached the Audit Committee. The details of Whistle Blower Policy are available at the Company's website www.swarajautomotive.com.

D. Disclosure of Accounting Treatment in preparation of Financial Statements

In preparation of the financial statements, the Company has followed the Accounting Standards laid down by the Companies (Accounting Standards) Rules, 2006. The significant accounting policies which are consistently applied are set out under Note 1 of the Annual Accounts.

E. CEO / CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the Executive Director and the Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2018.

F. Management Discussion and Analysis Report

Management Discussion and Analysis Report has been attached to the Directors' Report and forms part of this Annual Report.

G. Risk Management

Business risk evaluation and management is an ongoing process within the Company. For each function, the impact and probability of various risks are made and necessary control measures are identified to mitigate these risks, thereby reducing the impact and probability of the risk. The Board is apprised on the risk assessment and mitigation process followed by the Company.

H. Code for prevention of Insider Trading Practices

In compliance with SEBI's Regulations on prevention of insider trading, the Company has laid down a comprehensive Code of Conduct for prevention of Insider Trading for its designated employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violations.

IX Compliance with Mandatory requirements

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Regulations.

X Adoption of the non-mandatory requirements

a) Audit Qualifications

During the financial year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unqualified financial statements.

b) Separate Posts of Chairman and CEO

The Company has separate persons to the post of Chairman, Managing Director, and Executive Director (CEO).

c) Internal Auditor

The internal auditor reports directly to the Audit Committee.

The Company has not adopted the other non-mandatory requirements as specified in Part E of Schedule II of the Listing Regulations during the year.

XI Code of Conduct

The Company's Board has laid down a well-defined Code of Ethics & Conduct (the "Code") to be followed by Board Members and employees of the Company for ethical professional conduct. The Code is available on the website of the Company (www.swarajautomotive.com). All Board Members and Senior Management Personnel have affirmed compliance with this Code. A declaration signed by the Executive Director to this effect is enclosed at the end of this Report.

Ghaziabad, 11th May, 2018