

SW INVESTMENTS LIMITED

Regd. Office: 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (E), Mumbai 400057; **CIN:** L65990MH1980PLC023333
Tel: +91 22 42877800 Fax: +91 22 42877890; Website: www.sw1india.com; Email Id: cosec@sw1india.com

POSTAL BALLOT NOTICE

Dear Member,

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014 and any amendment thereof, that the resolution appended below is proposed to be passed by way of Postal Ballot and e-voting. The Resolution and the Explanatory Statement setting out the material facts and the reasons thereof is being set out hereunder along with the Postal Ballot/e-voting Form for your consideration and necessary action.

Member's consent is requested for the proposals contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with the Postal Ballot form (the "form") for your consideration. The Company has appointed Veeraraghavan N., Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process and e-voting in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed in the attached self addressed, postage prepaid envelope, so as to reach to the Scrutinizer on or before the close of working hours (6.30 p.m.) on Monday, 13th July, 2015. The Ballot Form received after the said date will be treated as not to have been received. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot will be declared on Wednesday, 15th July, 2015 on or before the close of working hours (6.30 p.m.) at the Company's registered office at Mumbai.

The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed i.e. 15th July, 2015.

1. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if though fit, to give assent/dissent to the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to section 186 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to invest surplus funds of the Company in financial instruments such as Bonds, Securities, Mutual Funds etc., up to an amount of Rs. 2000/- Crores (Rupees Two Thousand Crores only), notwithstanding the fact that such investments made by the Company will exceed 60% of the paid up capital, free reserves and Share Premium account or 100% of its free reserves and Share Premium account of the Company, whichever is more.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary in this regards on behalf of the Company and to complete the transaction."

NOTE:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) of the Companies Act, 2013 are given hereunder.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 5th June, 2015.
3. The Board has appointed Mr. Veeraraghavan N., a Practicing Company Secretary as the Scrutinizer on Tuesday, 26th May, 2015 for conducting this Postal Ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 and any amendment thereof. Our Company is pleased to offer e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically.
5. The instructions for Shareholders for e-voting are as under:
 - (a) In case of Shareholders' receiving e-mail from NSDL
 - (i) Open e-mail and open PDF file viz; "postal ballot notice_SWIL.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on "Shareholder" – "Login"
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "e-Voting" opens. Click on "e-Voting": Active Voting Cycles.
 - (vii) Select "EVEN" of SW Investments Limited.
 - (viii) Now you are ready for "e-Voting" as "Cast Vote" page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@ymail.com or cosec@sw1india.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form.
7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 5th June, 2015.
8. E- Voting starts from Friday, 12th June, 2015 till the close of working hours (6.30 p.m.) on Monday, 13th July, 2015. The e-voting module shall be disabled by NSDL for E-voting thereafter.
9. The result of the Postal Ballot will be announced at the Registered Office of the Company situated at 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai 400057 on or before the close of working hours (6.30 p.m.) on Wednesday, 15th July, 2015. The result of the Postal Ballot shall be communicated to the stock exchanges where the Company's shares are listed and the same shall also be placed on the website of the Company. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot/e-voting, the date of declaration of the results of postal ballot shall be deemed to be the date of passing of the said resolution.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 4.00 p.m. up one day prior to the date of declaration of the result of Postal Ballot.

11. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.
12. You are requested to carefully read the instructions printed in the Postal Ballot Notice/Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the scrutinizer on or before Monday, 13th July, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
13. The Scrutinizer's decision on the validity of Postal ballot shall be final.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE MEETING PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013:

Item No. 1:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) 60% (Sixty per cent) of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) 100% (Hundred per cent) of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding 2000/- Crores (Two Thousand Crores Only).

The Board of Directors of the Company recommends the above resolution as set out in the notice for your approval by way of passing a Special Resolution.

None of the Directors, Key managerial Personnel and their relatives are interested in the above resolution.

By order of the Board of Directors of
SW INVESTMENTS LIMITED

Place : Mumbai
Date : 26th May, 2015

Sd/-
Director

If Undelivered Please Return to:

SW INVESTMENTS LIMITED

Regd. Office: 5th Floor, Sunteck Centre,
37-40 Subhash Road, Vile Parle (East),
Mumbai-400 057

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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing the form)

S. No. _____

1	Name(s) of shareholders(s) (In block Letters) including joint-holders, if any)	
2	Registered Address of the sole/first Named Shareholder	
3	Registered Folio No./DP ID No*	
4	Client ID No*.	
5	Number of shares held	

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	Type of Resolution	No. of shares held	I/We assent the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013	Special Resolution			

Place:

Date:

Signature of the Shareholder / Beneficial Owner

(Refer Instruction given overleaf)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
5. E- Voting starts from Friday, 12th June, 2015 till the close of working hours (6.30 p.m.) on Monday, 13th July, 2015. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on Monday, 13th July, 2015. Postal Ballot Form received after this date will strictly treated as if the reply from the member has not been received. Results of the Postal Ballot will be declared by the Chairman on Wednesday, 15th July, 2015.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders as Friday, 5th June, 2015.
7. The Postal Ballot shall not be exercised by a Proxy.
8. In case of shares held by companies, trusts, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board resolution / Authority together with specimen signature(s) of the duly Authorized signatory/ies.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.