

SW INVESTMENTS LIMITED

5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East) Mumbai 400057. CIN NO.:L65990MH1980PLC023333
Tel: +22 4287 7800 Fax : +22 4287 7890 Email Id : cosec@swlindia.com Website: www.swlindia.com

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the members of SW Investments Limited will be held at:

Venue : Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai-400 057
Day and Date : Thursday, 29th September, 2016
Time : 11.00 a.m.

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year 2015-16.
3. To appoint a Director in place of Mr. Pankaj Jain (DIN-00048283), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify appointment of M/s M B A H & CO, Chartered Accountants (Firm Registration No.121426W) as Statutory Auditors of the Company for financial year 2016-17 and to fix their remuneration.

SPECIAL BUSINESS:

5. Appointment of Mrs. Lalitha Cheripalli (DIN-07026989), as a Director of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Mrs. Lalitha Cheripalli (DIN-07026989), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 9th November, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director as required under the Act, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

6. Re-appointment of Mr. Mahadevan Kalahasthi (DIN-01246519), an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, including any modification or amendment thereof, Mr. Mahadevan Kalahasthi (DIN-01246519) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2021, not liable to retire by rotation.

**By Order of the Board of Directors
For SW Investments Limited**

(Sapna Patel)
Company Secretary

Mumbai: 12th August, 2016

Regd. Office:

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

CIN: L65990MH1980PLC023333

Tel.: 91 22 4287 7800

Fax: 91 22 4287 7890

E-mail: cosec@swlindia.com

Website: www.swlindia.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Members/Proxy holders/Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the Meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is annexed hereto.
6. Regulation 12 read with Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for distribution of dividends to the investors, electronic mode of payments like NECS, ECS, RTGS, NEFT shall be used. In cases where the details like MICR no., IFSC no.etc. required for effecting electronic payments are not available, physical payment instrument like dividend warrants or cheques will be used.

Accordingly, we recommend you to avail the facility of direct electronic credit of your dividend through electronic mode and in all cases keep your bank account details updated in demat account /physical folio.

7. The Register of Members and Share Transfer Books will remain closed from Monday, 26th September, 2016 to Thursday, 29th September, 2016 (both days inclusive) for the purpose of ascertaining the eligibility of members for payment of dividend. The dividend payable on equity shares if approved by the members, will be paid to those members whose name appear on the Register of members and as per the beneficial owners' position received from NSDL and CDSL as at the close of the working hours on Friday, 23rd September, 2016.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. LINK INTIME INDIA PRIVATE LIMITED (LINK INTIME) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LINK INTIME.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to LINK INTIME.

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LINK INTIME for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LINK INTIME, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
13. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.
14. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.swlindia.com.
15. The physical copies of notice of thirty-sixth Annual General Meeting and the Annual Report 2015-16 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the Annual General Meeting.
16. The shares of the Company are compulsorily traded in dematerialised form and therefore, the members are requested to dematerialise their shares to facilitate trading in the shares of the Company.
17. As per the provisions of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Physical Shareholders may contact the Registrar and Transfer Agent (LINK INTIME) and Demat shareholders may contact their depository participants for nomination.
18. A statement giving details as required under Regulation 36(3) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the Annual General Meeting, is separately annexed hereto.
19. The route map showing directions to reach the venue of the thirty-sixth AGM is annexed.

20. Voting through electronic means

- i. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with Link Intime India Private Limited and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
- ii. In compliance with the provisions of Section 108 of the Companies Act, 2013, the Rules framed thereunder, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015, and Secretarial Standard 2,

the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- III. Mr. Veeraraghavan N. (Membership No.A6911), Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the Member(s) who do not have access to the e-voting process) in a fair and transparent manner.
- IV. The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper.
- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The remote e-voting period begins on Monday, 26th September, 2016 (9.00 a.m.) and ends on Wednesday, 28th September, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- VII. The Process and manner for e –voting are as under:

A. In case of Members receiving an e-mail from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

- (i) Open the PDF file attached to the e-mail, using your Client ID/Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (v) Insert User ID and Initial Password as noted in step (i) above and click 'Login'
- (vi) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vii) Home page of e-voting will open. Click on e-voting >Active Voting cycles.
- (viii) Select EVEN of SW Investments Limited. Now you are ready for e-voting as 'Cast Vote' page opens. Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) 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 with a copy marked to evoting@nsdl.co.in.
- (xi) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the 'Downloads' section of <http://www.evoting.nsdl.com>. You can also contact NSDL via email at evoting@nsdl.co.in.

B. In case of Members receiving physical copy of the Notice of Annual General Meeting(AGM) for Members whose e- mail addresses are not registered with the Company/ Depositories):

- (i) Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number)+ USER ID and PASSWORD
- (ii) Please follow all steps from Sr. No.20.VII.A (ii) to Sr. No. (xi) above, to cast vote.

C. Other Instructions

- a. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut –off date of Friday, September 23, 2016. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- b. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting by voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- c. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- d. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.swlindia.com within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited. The same shall also be placed on the website of NSDL.

**By Order of the Board of Directors
For SW Investments Limited**

(Sapna Patel)
Company Secretary

Mumbai: 12th August, 2016

Regd. Office:

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

CIN: L65990MH1980PLC023333

Tel.: 91 22 4287 7800

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E-mail: cosec@swlindia.com

Website: www.swlindia.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business set out in Notice:

Item No. 5:

Mrs. Lalitha Cheripalli (DIN-07026989) was appointed as an Additional Director of the Company by the Board of Directors, with effect from 9th November, 2015. Pursuant to Section 161 of the Companies Act, 2013, Mrs. Cheripalli holds office as Director upto the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 (1) of the Act has been received from a Member, signifying her intention to propose Mrs. Cheripalli for the office of Director at the forthcoming Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mrs. Cheripalli and their relatives are concerned or interested in the resolution for her appointment. The resolution set out in Item nos. 5 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 6:

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mahadevan Kalahasthi, being Independent Director of the Company, is proposed to be re-appointed as Independent Director pursuant to the requirement of the Companies Act, 2013, for a term of 5 years, upto the conclusion of the Annual General Meeting to be held in the calendar year 2021 and during this term he shall not be liable to retire by rotation.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, he fulfill the conditions specified in the said Act for appointment as Independent Director.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from member proposing the candidature for appointment of aforesaid Independent Director.

The brief profile of him is mentioned in the Notes forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than him are in any way concerned or interested in the resolution, as set out at item no. 6 of the Notice. The Board recommends the resolution as set out at item no. 6 of the Notice for approval of the Members.

Brief Profile of Director seeking appointment/re appointment in the forthcoming Annual General Meeting of the Company:

Name of Director & DIN	Mrs. Lalitha Cheripalli (DIN: 07026989)	Mr. Pankaj Jain (DIN: 00048283)	Mr. Mahadevan Kalahasthi (DIN: 01246519)
Date of Birth	08/06/1983	25/09/1968	06/07/1959
Date of Appointment on the Board	9 th November, 2015	14 th November, 2011	9 th August, 2010
Qualifications	Bachelor of Commerce (B.Com)	Engineer in Electronics	B. Com., Chartered Accountant (FCA)
Expertise	Treasury and accounts	Securities Market and Capital Market	Accounts & Finance
Directorship in other Public Limited Companies as on March 31, 2016	NIL	NIL	Sunteck Realty Limited
Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies	NIL	NIL	Chairman of Audit Committee and Stakeholder Relationship Committee of Sunteck Realty Limited
No. of Shares held in the Company as on March 31, 2016	NIL	NIL	NIL
Relationship between Directors Inter-se	NIL	NIL	NIL

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36th ANNUAL GENERAL MEETING ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	
Joint Holder 1 Joint Holder 2	
No. of Shares held	

I hereby record my presence at the 36TH ANNUAL GENERAL MEETING of the Company being held on Thursday, 29th September, 2016 at 11.00 a.m. at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057.

Name of the member

Signature of the Shareholder

Name of the proxy

Signature of the Proxy

Notes:

1. Kindly sign and hand over the attendance slip at the entrance of the meeting hall.
2. Members/ Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

-----TEAR HERE -----

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ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read instructions given at Note no. 20 of the Notice of the 36th Annual General Meeting carefully before voting electronically.

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SW INVESTMENTS LIMITED

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Tel: +22 4287 7800 Fax : +22 4287 7890 Email Id : cosec@swlindia.com Website: www.swlindia.com

36TH ANNUAL GENERAL MEETING PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / DP ID and Client ID	

I/we, being the Member(s) of shares of the above named Company, hereby appoint

1. Name: _____
Address: _____
E-mailId: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
E-mailId: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
E-mailId: _____
Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting, to be held on Thursday, 29th September, 2016 at 11.00 a.m. at 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057 and at any adjournment(s) thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	For*	Against*
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2016 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To declare dividend on equity shares for the Financial Year 2015-2016.		
3.	To appoint a Director in place of Mr. Pankaj Jain (DIN-00048283), who retires by rotation and being eligible offers himself for re-appointment.		
4.	To ratify appointment of M/s M B A H & CO, Chartered Accountants (Firm Registration No.121426W) as Statutory Auditors of the Company for Financial Year 2016-2017 and to fix their remuneration.		
Special Business			
5.	Appointment of Mrs. Lalitha Cheripalli (DIN-07026989), as a Director of the Company.		
6.	Re-appointment of Mr. Mahadevan Kalahasthi (DIN-01246519), an Independent Director of the Company.		

Signed this _____ day of _____ 2016.

Affix Rs. 1 Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. * This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the 'For' and 'Against' column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

ROUTE MAP TO THE AGM VENUE

VENUE: Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057.

Location Map of the AGM Venue: SUNTECK CENTRE

