

## SW INVESTMENTS LIMITED

5<sup>th</sup> 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@sw1india.com.Website: www. sw1india.com

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of SW Investments Limited will be held at:

Venue : Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile-Parle (East),  
Mumbai - 400057  
Day and Date : Thursday, 26<sup>th</sup> September, 2019  
Time : 12.30 p.m.

### **AGENDA**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pankaj Jain (DIN-00048283), who retires by rotation and being eligible offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. **To change designation of Mrs. Lalitha Cheripalli (DIN-07026989) from Non-executive Non-Independent Director to Whole-time Director.**

To consider and if though fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 and Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members of the company be and is hereby accorded to the change in the designation of Mrs. Lalitha Cheripalli (DIN-07026989) from Non-executive Non-Independent Director to Whole-time Director, being a Whole Time Key Managerial Personnel of the Company w.e.f. 30<sup>th</sup> May, 2019 for a period of 5 years, on such other terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted/to be constituted by the Board in this behalf) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) payable to Ms. Lalitha Cheripalli during her tenure (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment) to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.”

4. **To appoint Mrs. Sandhya Malhotra (DIN-06450511) as an Independent Director for a term of five years.**

To consider and if though fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”], as amended from time to time, Mrs. Sandhya Malhotra (DIN:06450511), who was appointed as an Additional Director by the Board of the Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company 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, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (Five) consecutive years from 30<sup>th</sup> May, 2019, not liable to retire by rotation.”

**By Order of the Board of Directors  
For SW Investments Limited  
Sapna Patel  
Company Secretary**

**Mumbai, 12<sup>th</sup> August, 2019**

#### **Regd. Office:**

5<sup>th</sup> 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@sw1india.com](mailto:cosec@sw1india.com) Website: [www.sw1india.com](http://www.sw1india.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, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings with respect to Item No.3 and 4 of the notice set out above is furnished as annexure to the notice.
6. The Register of Members and Share Transfer Books will remain closed from Saturday, September 21, 2019 to Thursday, September 26, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 will also be available on the Company's website viz. [www.sw1india.com](http://www.sw1india.com).
13. 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.
14. The route map showing directions to reach the venue of the 39<sup>th</sup>AGM is annexed.
15. SEBI had vide Notification Nos. SEBI/ LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI/LADNRO/ GN/2018/49 dated 30th November, 2018 read with BSE Circular No. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE Circular No. NSE/CML/2018/26 dated 9th July, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of physical shares. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regard.
16. **Voting through electronic means**
  1. 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 shall commence on Monday, September 23, 2019 at 9.00 a.m. and will end on Wednesday, September 25, 2019 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by any member, he/she shall not be allowed to change it subsequently.
- 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](mailto:nvr54@ymail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in).

**B. In case of Members receiving physical copy of the Notice of Annual General Meeting(AGM) 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.19.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 20, 2019. 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](mailto: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](http://www.evoting.nsdl.com). Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General

Meeting or 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 48 hours of the conclusion of the meeting, 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. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- d. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.sw1india.com](http://www.sw1india.com) and on the website of NSDL [www.evotingnsdl.com](http://www.evotingnsdl.com) immediately after the result is declared by the chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

#### Additional Information with respect to Item No.2

##### Item No. 2

Mr. Pankaj Jain, Non-Executive Director of the Company, retires by rotation and, being eligible, has offered himself for re-appointment. Mr. Pankaj Jain is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to Enforcement of SEBI Orders regarding appointment of Directors by listed companies.

#### Details of Directors seeking re-appointment at the forthcoming Annual General Meeting with respect to Item No. 2 in the Notice pursuant to provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards

<b>Name of Director &amp; DIN</b>	<b>Mr. Pankaj Jain (DIN: 00048283)</b>
<b>Date of Birth (Age)</b>	25/09/1968 (50 years)
<b>Date of Appointment on the Board</b>	14 <sup>th</sup> November, 2011
<b>Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards</b>	Mr. Pankaj Jain (B.E. in Electronics) has a rich experience of more than 25 years in the field of Finance, Equity, Derivatives, and Commodities & Debt Market. He has good leadership skills and conveys the management strongly of his decisions and insights, while having finesse in dealing with large number of Banking and Institutional channels working in the Capital Market. He possesses immense knowledge about new and emerging financial products and keenly follows about its future run in the market and the subsequent impact on the business. Keeping in mind, the myriads of risks in the Capital Market, he possesses the quality to anticipate and act swiftly in a manner which minimizes such impact on the business
<b>Directorship in other Companies as on March 31, 2019</b>	1. SW Capital Private Limited 2. SW Commodities Private Limited
<b>Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies</b>	NIL
<b>No. of Shares held in the Company as on March 31, 2019</b>	NIL
<b>Relationship between Directors Inter-se</b>	There is no inter se relationship between the Board of Directors of the Company.
<b>Terms and conditions of appointment/re-appointment</b>	Re-appointment as a Non-executive Director of the Company liable to retire by rotation to comply with the provisions of Section 152 of Companies Act, 2013
<b>Details of Remuneration sought to be paid Remuneration last drawn</b>	NIL NIL
<b>Number of Board Meetings attended during the Financial Year 2018-19</b>	4 (out of 4 meetings held)

## Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

### Item No.3

The Nomination and Remuneration Committee has proposed to appoint Mrs. Lalitha Cheripalli as a Whole-time Director of the Company with effect from 30<sup>th</sup> May, 2019 and requires the approval of the Shareholders of the company by way of Ordinary Resolution passed in the General Meeting as per provisions of section 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013.

Based on recommendation of the Nomination and Remuneration Committee and the Board, the matter is recommended to the shareholders for their approval for change in designation of Mrs. Lalitha Cheripalli from Non-Executive Director to Whole-time Director, being a Whole Time Key Managerial Personnel of the Company on material terms of appointment and remuneration as given below:-

A. Tenure of Appointment: The appointment as Whole Time Director is for a period of five years with effect from 30<sup>th</sup> May, 2019.

B. Nature of Duties: The Whole Time Director shall devote her whole time and attention to the business of the Company and shall perform such duties as may be entrusted by the Board from time to time and separately communicated to her and exercise such powers as may be assigned, subject to the superintendence, control and direction of the Board.

C. Remuneration: The Proposed Remuneration payable is Rs. 8.6 Lakhs per annum

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, if any payable to the Whole time Director of the Company shall be within the limits prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

None of the Directors and/or Key Managerial Personnel of the Company except Mrs. Lalitha Cheripalli and her relatives, are in any way concerned or interested in the proposed appointment of Mrs. Lalitha Cheripalli as Whole-time Director of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

### Details of Directors seeking re-appointment at the forthcoming Annual General Meeting with respect to Item No. 2 in the Notice pursuant to provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards

<b>Name of Director &amp; DIN</b>	<b>Mrs. Lalitha Cheripalli (DIN: 07026989)</b>
<b>Date of Birth (Age)</b>	08/06/1983 (36 years)
<b>Date of Appointment on the Board</b>	9 <sup>th</sup> November, 2015
<b>Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards</b>	Ms. Lalitha Cheripalli has completed her Bachelors in Commerce Degree and has over a decade of experience in accounts, treasury, taxation and finance.
<b>Directorship in other Companies as on March 31, 2019</b>	1. Starteck Finance Limited (Listed Company) 2. Eskay Infrastructure Development Private Limited 3. Nifty Realty Private Limited 4. Prime Home Constructions & Developers Private Limited 5. V Can Export Private Limited 6. Chitta Finlease Private Limited 7. Navjit Infrastructure Private Limited 8. Orval Corporate Solutions Private Limited 9. SW1 Advisory Private Limited 10. Moonscape Services Private Limited
<b>Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies</b>	Starteck Finance Limited • Audit Committee – Member • Nomination and Remuneration Committee – Member • Stakeholders Relationship Committee – Member

	• Corporate Social Responsibility Committee - Member
<b>No. of Shares held in the Company as on March 31, 2019</b>	NIL
<b>Relationship between Directors Inter-se</b>	There is no inter-se relationship between the Board of Directors of the Company.
<b>Terms and conditions of appointment/re-appointment</b>	Change in designation from Non-executive Director to Whole-time Director
<b>Details of Remuneration sought to be paid</b>	8.6 lakhs
<b>Remuneration last drawn</b>	NIL
<b>Number of Board Meetings attended during the Financial Year 2018-19</b>	4 (out of 4 Meetings held)

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

**I. General Information**

1. Nature of industry: The Company is engaged in the business of investments
2. Date of commencement of commercial production: The Company was incorporated on 24<sup>th</sup> October, 1980.
3. Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	Standalone	
	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Revenue from operations	3499.16	49.45
Other Income	1.10	0.74
<b>Total Revenue</b>	<b>3500.26</b>	<b>50.19</b>
Total Expenditure	3422.75	18.24
<b>Profit before tax (PBT)</b>	<b>57.51</b>	<b>31.95</b>
<b>Less: Income Tax Provision</b>		
Current Tax	15.14	8.10
Excess/(Short)provision for tax	-	-
<b>Profit before minority interest</b>	<b>42.37</b>	<b>23.85</b>
Less: Minority interest	-	-
<b>Profit After Tax</b>	<b>42.37</b>	<b>23.85</b>

4. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

**II. Information about the Appointees:**

1. Background details: The brief profile of Mrs. Lalitha Cheripalli is stated above.
2. Past remuneration: NIL
3. Recognition and Awards: None
4. Job profile and suitability: Ms. Cheripalli has over a decade of experience in accounts, treasury, taxation and finance.
5. Remuneration proposed: The Proposed Remuneration payable is Rs. 8.6 Lakhs per annum.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Cheripalli, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mrs. Cheripalli, she does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors

**III. Other Information:**

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement: The Company has earned profit before tax of Rs. 57.51 lakhs for year ended 31st March, 2019. The Company is still expanding its business and is expected to increase profits in the coming years. The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost.

2. Expected increase in productivity and profit in measurable terms: The Company is expecting increased profitability in future.

IV. Disclosures: The disclosures of remuneration is provided in the Directors Report.

**Item No.4**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the AGM, approved the proposal for the appointment of Mrs. Sandhya Malhotra as an Independent Director on the Board of Directors of the Company who shall hold office with effect from 30<sup>th</sup> May, 2019 for a period of 5 (five) consecutive years, not liable to retire by rotation.

The Board recommends the appointment of Mrs. Sandhya Malhotra in accordance with the provisions of Section 149 read with Schedule IV to the Act, to hold office for a term of five consecutive years on the Board of Directors of the Company commencing from 30<sup>th</sup> May, 2019.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mrs. Sandhya Malhotra for the office of Independent Director of the Company.

Mrs. Sandhya Malhotra has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Act. Mrs. Sandhya Malhotra has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order.

The Company has also received necessary declarations from Mrs. Sandhya Malhotra that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as presently applicable.

In the opinion of the Board, Mrs. Sandhya Malhotra fulfills the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the Management.

As on date of this Notice, Mrs. Sandhya Malhotra does not hold by herself or for any other person on a beneficial basis, any Equity Shares in the Company. She is not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out in the Notice in relation to the appointment of Mrs. Sandhya Malhotra as an Independent Director, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in the Notice, except to the extent of their shareholding interest, if any, in the Company.

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting with respect to Item No. 4 in the Notice pursuant to provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards**

<b>Name of Director &amp; DIN</b>	<b>Mrs. Sandhya Malhotra (DIN: 06450511)</b>
<b>Date of Birth (Age)</b>	25/09/1978 (40 years)
<b>Date of Appointment on the Board</b>	30 <sup>th</sup> May, 2019
<b>Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards</b>	Mrs. Malhotra is a Practicing Company Secretary and a Law graduate having over 15 years of experience of corporate law compliances advising to esteemed clientele in India and overseas. She is the

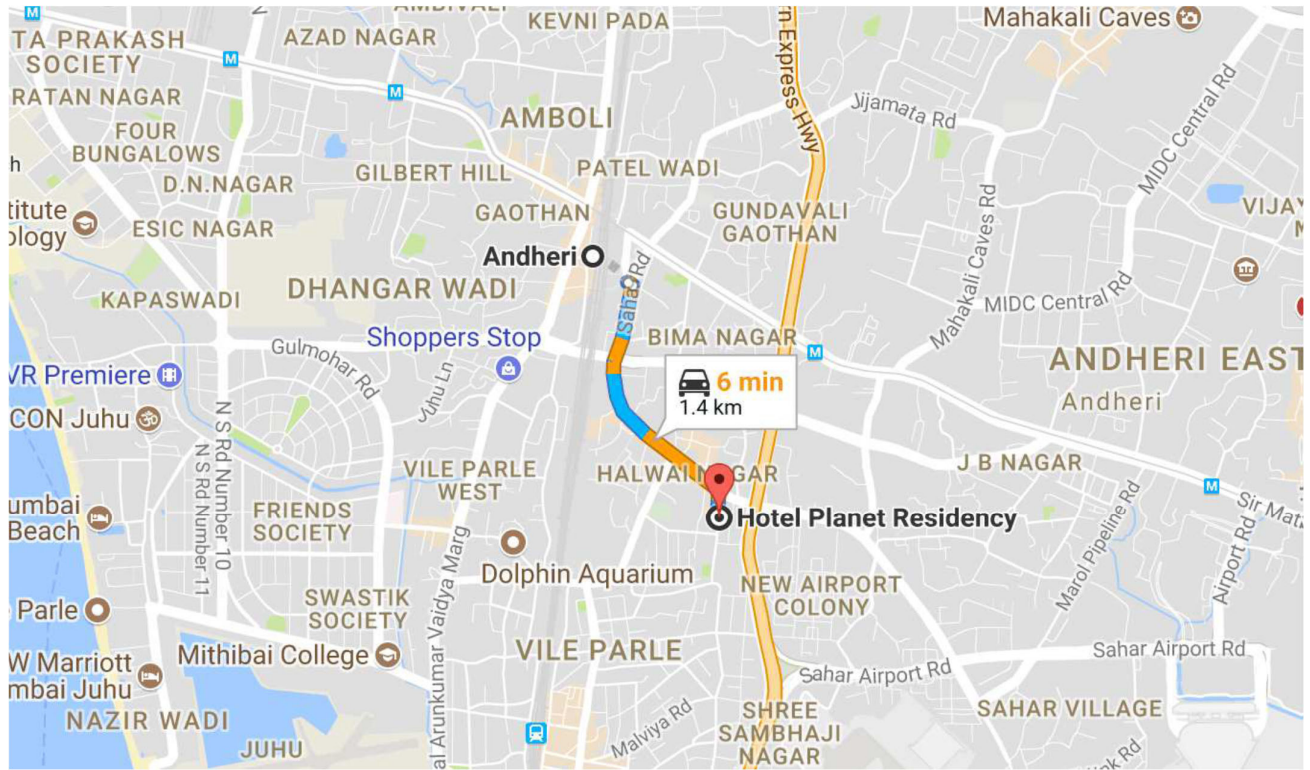
	President of International Human Rights Council (Thane Board) and is also engaged in consultation in the field of corporate social responsibility and stakeholder relationship.
<b>Directorship in other Companies as on March 31, 2019</b>	1. Positive Times Private Limited 2. SPI Technologies India Private Limited
<b>Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies</b>	NIL
<b>No. of Shares held in the Company as on March 31, 2019</b>	NIL
<b>Relationship between Directors Inter-se</b>	There is no inter se relationship between the Board of Directors of the Company.
<b>Terms and conditions of appointment/re-appointment</b>	Appointment of Independent Director for a term of 5 years.
<b>Details of Remuneration sought to be paid Remuneration last drawn</b>	Sitting fees as may be decided by the Board Not Applicable
<b>Number of Board Meetings attended during the Financial Year 2018-19</b>	Not Applicable



## ROUTE MAP TO THE AGM VENUE

**VENUE:** Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai – 400057.

### Location Map of the AGM Venue: HOTEL PLANET RESIDENCY



## SW INVESTMENTS LIMITED

5<sup>th</sup> 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@sw1india.com](mailto:cosec@sw1india.com) Website: [www.sw1india.com](http://www.sw1india.com)

### 39<sup>th</sup> 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 **39<sup>th</sup> ANNUAL GENERAL MEETING** of the Company being held on Thursday, 26<sup>th</sup> September, 2019 at 12.30 p.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, 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 -----

#### ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

**Note:** Please read instructions given at Note no. 19 of the Notice of the 39<sup>th</sup> Annual General Meeting carefully before voting electronically.

## SW INVESTMENTS LIMITED

5<sup>th</sup> 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@sw1india.com](mailto:cosec@sw1india.com) Website: [www.sw1india.com](http://www.sw1india.com)

### 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:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

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 39<sup>th</sup> Annual General Meeting, to be held on Thursday, 26<sup>th</sup> September, 2019 at 12.30 p.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, 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*
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		

2.	To appoint a Director in place of Mr. Pankaj Jain (DIN-00048283), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To change designation of Mrs. Lalitha Cheripalli (DIN-07026989) from Non-executive Non-Independent Director to Whole-time Director.		
4.	To appoint Mrs. Sandhya Malhotra (DIN-06450511) as an Independent Director for a term of five years.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

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.