

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 37th 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 : Tuesday, 26thSeptember, 2017
Time : 10.30 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Lalitha Cheripalli (DIN-07026989), who retires by rotation and being eligible offers herself for re-appointment.
3. 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 2017-18 and to fix their remuneration.

SPECIAL BUSINESS:

4. Appointment of Mr. Gautam Panchal (DIN-07826634) as an Independent 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 Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gautam Panchal (DIN:07826634), 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 his 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 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 2022, not liable to retire by rotation.”

5. Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013

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 Section 4, 13 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and in accordance with the Table A of Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by deleting the Objects of the Company mentioned under Clause III (C) – “Other Objects”.

RESOLVED FURTHER THAT in accordance with the Table A of Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

RESOLVED FURTHER THAT pursuant to Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause restricting to Authorized Capital only:

Clause V of the Memorandum of Association:

V. The Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs only) Equity Shares of Rs. 10/- each (Rupee Ten only) each.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

6. Approval for adoption of new set of Articles of Association of the Company

To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

(Sapna Patel)
Company Secretary

Mumbai: 10th August, 2017

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. The Register of Members and Share Transfer Books will remain closed from Thursday, September 21, 2017 to Tuesday, September 26, 2017 (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. LINKINTIMEINDIA 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.

8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. The Notice of the AGM along with the Annual Report 2016-17 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 2016-17 will also be available on the Company's website viz. www.swlindia.com.
14. The physical copies of notice of thirty-seventh Annual General Meeting and the Annual Report 2016-17 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.
15. 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.

16. 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.

17. 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.

18. The route map showing directions to reach the venue of the 37thAGM is annexed.

19. 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 shall commence on Thursday, September 21, 2017 at 9.00 a.m. and will end on Monday, September 25, 2017 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 Tuesday, September 19, 2017 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 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) 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 Tuesday, September 19, 2017. 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 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.swlindia.com and on the website of NSDL 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.

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

(Sapna Patel)
Company Secretary

Mumbai: 10th August, 2017

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

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

Item No. 4

The Board of Directors (“**Board**”) upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Gautam Panchal as an Additional Director in the capacity of Independent Non-Executive Director of the Company, not liable to retire by rotation, effective June 27, 2017. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Gautam Panchal will hold office up to the date of the ensuing Annual General Meeting (“**AGM**”) and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160 of the Act received, in writing, a notice from a Member, along with the requisite deposit of Rs.1,00,000/- proposing the candidature of Mr. Panchal for the office of Director.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Panchal as an Independent Director of the Company 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 2022. Mr. Panchal, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Panchal is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company.

The profile and specific areas of expertise of Mr. Panchal is as follows:

Mr. Gautam is an advocate by profession, graduated as lawyer from K.C. Law College in 2003 after completing his Bachelors in Commerce Degree from Chetna College in 2000. Mr. Panchal has worked with legal firms like M/s. MAG Legal, M/s. Bilawalla & Co. etc. during his career history. Presently, he is working as a sole proprietor having proprietorship firm named as M/s. Gautam Panchal & Co. (Advocates and Consultants). Mr. Gautam is a bright, talented and ambitious lawyer who possesses a vast wealth of knowledge and has a proven record of providing indispensable advice to clients and delivering positive outcomes for them. Apart from being competent in various laws, he possesses skills in litigation, conveyancing, drafting of legal documents etc. and deals mainly in Intellectual Property Rights.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Panchal, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5

The Memorandum of Association of the Company was originally adopted when the Company was incorporated under the Companies Act, 1956. The Companies Act, 2013 (the Act), has prescribed a format of Memorandum of Association (“MOA”) for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by deleting the Objects under Clause III (C) – “Other Objects” and also to rename Clause III (A) and III (B) of the Object Clause and also to alter Clause V i.e. Authorized Share Capital by replacing the same with the existing Clause V restricted to Authorized Capital Only. Except stated hereinbefore, no other alterations are proposed in the existing MOA of the Company.

In terms of Section 13 of the Act, approval of the members is required by way of special resolution for alteration of Memorandum of Association of the Company. A copy of the altered MOA is available for inspection by the members at the registered office of the Company during normal business hours on all working days from date of dispatch of the notice, up to the last date of voting i.e. Monday, September 25, 2017 and is also available on the website of the Company i.e. www.sw1india.com/.

Accordingly, the Board recommends the resolution as set out in Item No. 5 as Special Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Item No. 6:

The existing Articles of Association (“AOA”) of the Company are based on the provisions of Companies Act, 1956. Members are aware that the Ministry of Corporate Affairs (“MCA”) has notified most of the sections of the Companies Act, 2013 (“the Act”) which replaces the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (“New Articles”) in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 of the Act, approval of members of the Company is required by way of Special Resolution for the adoption of the New Articles in substitution of and to the exclusion of the existing AOA.

A copy of the proposed New Articles to be adopted are available for inspection by the members at the registered office of the Company during normal business hours on all working days from date of dispatch of the notice, up to the last date of voting i.e. Monday, September 25, 2017 and is also available on the website of the Company i.e. www.swlindia.com/.

Accordingly, the Board recommends the resolution as set out in Item No. 6 as Special Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

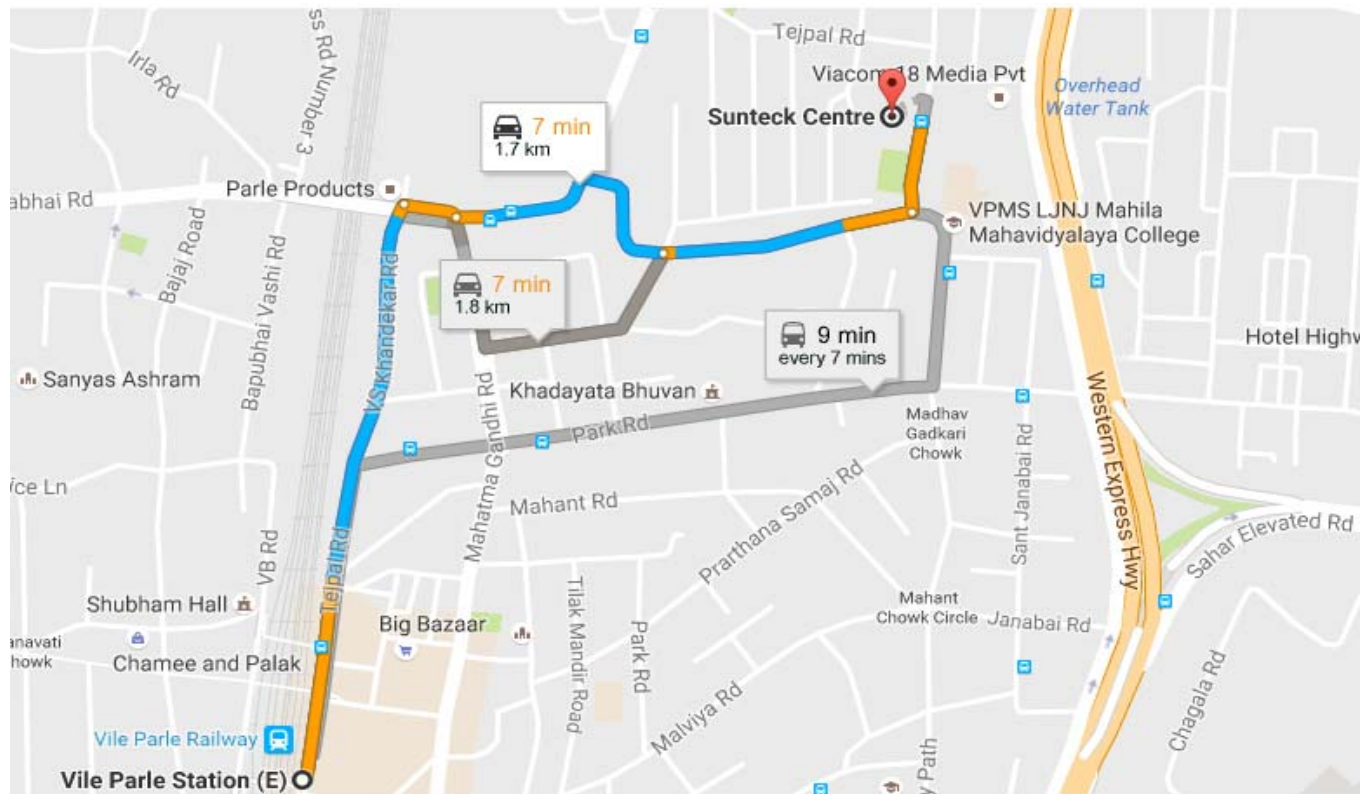
Brief Profile of Director seeking appointment/re appointment in the forthcoming Annual General Meeting of the Company

Name of Director & DIN	Mrs. Lalitha Cheripalli (DIN: 07026989)	Mr. Gautam Panchal (DIN: 07826634)
Date of Birth	8 th June, 1983	5 th June, 1980
Date of Appointment on the Board	9 th November, 2015	27 th June, 2017
Qualifications	Bachelor of Commerce (B.Com)	Degree in law and a Bachelor’s Degree in Commerce
Expertise	Treasury and accounts	Expertise in law – Intellectual Property Rights
Directorship in other Public Limited Companies as on March 31, 2017	NIL	NIL
Chairmanship/Membership of the Committees (Audit and Stakeholders’ Relationship Committee) of the other Companies	NIL	NIL
No. of Shares held in the Company as on March 31, 2017	NIL	NIL
Relationship between Directors Inter-se	There is no inter se relationship between the Board of Directors of the Company.	There is no inter se relationship between the Board of Directors of the Company.

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



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

37th 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 **37th ANNUAL GENERAL MEETING** of the Company being held on Tuesday, 26th September, 2017 at 10.30 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 -----

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 37th Annual General Meeting carefully before voting electronically.

THE PAGE IS INTENTIONALLY LEFT BLANK

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

37th 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-mail Id: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her
3. 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 37th Annual General Meeting, to be held on Tuesday, September 26, 2017 at 10.30 a.m. at 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Lalitha Cheripalli (DIN-07026989), who retires by rotation and being eligible offers herself for re-appointment.		
3.	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 2017-18 and to fix their remuneration.		
Special Business			
5.	Appointment of Mr. Gautam Panchal (DIN- 07826634) as an Independent Director of the Company.		
6.	Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013.		
7.	Approval for adoption of new set of Articles of Association of the Company.		

Signed this _____ day of _____ 2017.

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.