

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

ADDENDUM TO THE NOTICE OF 41st ANNUAL GENERAL MEETING

Addendum to the Notice dated 11th August, 2021 convening 41st Annual General Meeting of SW Investments Limited (“Company”) scheduled to be held on Friday, 17th September, 2021 at 5:00 p.m. through Video Conferencing / Other Audit Visual Means (VC/OAVM):

Notice is hereby given that pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (‘Act’), the following item of business is added in the aforesaid Notice as Item No. 3 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated 11th August, 2021 and the notes provided therein:

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification, amendment or re-enactment thereof for the time being in force, read with relevant rules framed thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, the approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), of an aggregate outstanding amount upto a sum not exceeding Rs. 5,00,00,000 (Rupees Five Crore only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board of Directors of the Company be and is hereby authorized on behalf of the Company to negotiate, finalize and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the Members or otherwise.”

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

**Sd/-
Sapna Patel
Company Secretary**

Mumbai, 30th August, 2021

Regd. Office:

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

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NOTES:

1. In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in India, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Ministry of Corporate Affairs (MCA) Circular No. No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ('SEBI Circular'), the 41st Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM and physical attendance of Members at the AGM venue is not required. The Members can attend and participate in the AGM through VC/OAVM only.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Business as proposed above to be transacted at the ensuing 41st AGM is annexed hereto.
3. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
4. This addendum to the Notice of AGM is available on the website of the Company.
5. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 41st AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013:

Item No. 3:

Explanatory Statement:

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to compliance with the following conditions:

1. Approval of the Members of the Company is obtained by the Company for giving the loan and
2. The loans are utilized by the borrowing Companies for its principal business activities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the working capital requirements / investments / capital expenditure / general corporate purpose, as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities of an aggregate outstanding amount upto a sum not exceeding Rs. 5,00,00,000 (Rupees Five Crores only) on the terms as may be decided by the Board.

Your Directors recommend the resolution set out at Item no. 3 to be passed as a special resolution by the members.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

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

**Sd/-
Sapna Patel
Company Secretary**

Mumbai, 30th August, 2021

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