

# 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@swlindia.com. Website: www.swlindia.com

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SWIL/BSE//15-16

Date: 15<sup>th</sup> January, 2016

To  
Corporate Relation Department  
BSE Limited  
P. J. Tower, Dalal Street,  
Mumbai – 400 001

Scrip Code: 503659

**Sub: Submission of Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended on 31<sup>st</sup> December, 2015.**

Sir,

Please find attached herewith Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 31<sup>st</sup> December, 2015.

Request you to take the same on record and acknowledge the receipt of the same.

**For SW Investments Limited**



**Mayuri Jain**  
Company Secretary  
Encl. As stated above



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## FORMAT OF QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **NAME OF LISTED ENTITY** : SW INVESTMENTS LIMITED
2. **QUARTER ENDING** : 31<sup>ST</sup> DECEMBER, 2015

| <b>I. COMPOSITION OF BOARD OF DIRECTORS</b> |                                 |                       |  |   |         |  |   |   |
|---|---------------------------------|-----------------------|--|---|---------|--|---|---|
| Title<br>(Mr./<br>Ms.)                      | Name of the<br>Director         | PAN\$<br>& DIN        | Category<br>(Chairperson/Executive/<br>Non-Executive/Independent/<br>Nominee)& | Date of<br>appointment in the<br>current term/cessation | Tenure* | No. of<br>Directorship in listed<br>entities including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | No. of<br>memberships in<br>Audit/Stakeholder<br>Committee<br>including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1)<br>of Listing<br>Regulations) | No. of post of<br>Chairperson<br>in<br>Audit/Stakeholder<br>Committee<br>including this<br>listed entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) |
| Mr.   | Kamalkishor Harnarayan Vyas     | AABPV6454A & 00008898 | Non Independent Non Executive  | 12/02/2011  | NA      | One  | One   | One   |
| Mr.   | Mahadevan Kalahasthi            | AFNPM8274J & 01246519 | Independent Non-Executive  | 22/09/2014  | 2 years | Two  | One   | Three   |
| Mr.   | Hiten Sanmukhlal Shah           | AAFPS9016H & 02185059 | Independent Non Executive  | 22/09/2014  | 2 years | Two  | Two   | One   |
| Mr.   | Pankaj Jain                     | AAGPJ1619L & 00048283 | Non Independent Non Executive  | 14/11/2011  | NA      | One  | One   | None  |
| Ms.   | Lalitha Satyanarayan Cheripalli | BCJPS8726D & 07026989 | Non Independent Non Executive  | 09/11/2015  | NA      | One  | None  | None  |
| Ms.   | Vandana Kacholia                | AOBPB9360D & 07195330 | Non Independent Non Executive  | Date of Cessation as Director-09/11/2015                | NA      | One  | NA  | NA  |

\$ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category



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write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

| Name of Committee                            | Name of Committee Members   | Category (Chairperson/Executive/Non-Executive/Independent/Nominee)#                         |
|--|---|---|
| 1. Audit Committee                           | 1) Mr. Mahadevan Kalahasthi - Chairman<br>2) Mr. Kamalkishor Vyas - Member<br>3) Mr. Hiten Shah - Member  | Independent Non-Executive<br>Non Independent Non Executive<br>Independent Non Executive     |
| 2. Nomination and Remuneration Committee     | 1) Mr. Hiten Shah - Chairman<br>2) Mr. Kamalkishor Vyas - Member<br>3) Mr. Mahadevan Kalahasthi - Member  | Independent Non Executive<br>Non Independent Non Executive<br>Independent Non Executive     |
| 3. Risk Management Committee (if applicable) | Not Applicable  | Not Applicable  |
| 4. Stakeholders' Relationship Committee      | 1) Mr. Kamalkishor Vyas - Chairman<br>2) Mr. Mahadevan Kalahasthi - Member<br>3) Mr. Pankaj Jain - Member | Non Independent Non Executive<br>Independent Non Executive<br>Non Independent Non Executive |

# Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 13 <sup>th</sup> August, 2015                       | 9 <sup>th</sup> November, 2015                      | 89 days   |

## IV. Meeting of Committees

| Date(s) of Meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of Meeting of the Committee in the previous quarter | Maximum gap between any two consecutive (in number of days)@ |
|---|---|---|--|
| 7 <sup>th</sup> November, 2015                              | Yes   | 13 <sup>th</sup> August, 2015                               | 87 days  |

@ This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

## V. Related Party Transactions

| Subject  | Compliance Status (Yes/No/NA) refer note below |
|--|--|
| Whether prior approval of audit committee obtained   | NA   |
| Whether shareholder approval obtained for material RPT   | NA   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA   |

### Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly if the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.



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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee **YES**
  - b. Nomination & remuneration committee **YES**
  - c. Stakeholders relationship committee **YES**
  - d. Risk management committee (applicable to the top 100 listed entities) **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **YES**  
Any comments/observations/advice of Board of Directors may be mentioned here: **NONE**

**Name & Designation** For SW Investments Limited

**Ms. Mayuri Jain**  
Company Secretary

  
Company Secretary