

SW INVESTMENTS LIMITED
(Formerly known as Sunteck Wealthmax
Investments Limited)

34TH ANNUAL REPORT
2013-2014

BOARD OF DIRECTORS

Mr. Kamal Khetan

Mr. Kamal Kishor Vyas

Mr. Mahadevan Kalahasthi

Mr. Hiten Shah

Mr. Pankaj Jain

AUDITORS

M/s M B A H & CO
Chartered Accountants, Mumbai

BANKERS

Kotak Mahindra Bank Ltd.

REGISTRAR & TRANSFER AGENT

M/s Link Intime India Pvt. Ltd.,
C-13, Pannalal Silk Mills Compound,
L.B.S Marg, Bhandup, Mumbai-400 078

REGISTERED OFFICE

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

SW INVESTMENTS LIMITED

(Formerly known as Sunteck Wealthmax 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@sunteckwealthindia.com. Website :sunteckwealthindia.com

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of SW Investments Limited (Formerly known as Sunteck Wealthmax Investments Limited) will be held at:

Venue : Sunteck Centre, Ground Floor, 37-40 Subhash Road, Vileparle (East), Mumbai-400 057.

Day and Date : Monday, 22nd September, 2014

Time : 11.00 A.M.

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and the Profit and Loss Account for the year ended on that date along with the Schedules thereon, the Cash Flow Statement, along with the Report of the Directors and Auditors thereon.
2. To declare Dividend on Equity Share Capital.
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 re-appoint M/s M B A H & CO, Chartered Accountants (Firm Registration No.121426W), as the Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/S M B A H & CO., Chartered Accountants., Mumbai (Firm Registration No.121426W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors.

SPECIAL BUSINESS:

5. 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 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 Clause 49 of the Listing Agreement, 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 appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 2 (Two) 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 2016, not liable to retire by rotation.

6. 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 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 Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Hiten Shah (DIN: 02185059) 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 appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 2 (Two) 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 2016, not liable to retire by rotation.

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. 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 a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. The Register of members and share transfer books will remain closed from 20th September, 2014 to 22nd September, 2014 (both days inclusive).
5. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Directors who are proposed to be reappointed is given in the annexure to the Notice.
6. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company’s Registrar & Share Transfer Agent **LINK INTIME INDIA PRIVATE LIMITED**, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400078.
7. 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.
8. Members/Proxy holders are requested to bring their copies of the Annual Report to the Annual General Meeting.

9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
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. 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 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).

Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions to Members for e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

- (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) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Insert User ID and Initial Password as noted in step (i) above and click 'Login'
- (v) 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.
- (vi) Home page of e-voting will open. Click on e-voting – Active Voting cycles.
- (vii) Select EVEN of SW Investments Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 or cosec@sunteckwealthindia.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members receiving physical copy of the Notice of Annual General Meeting (AGM) and Attendance Slip

- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above, to cast vote.
- (iii) 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

General Instructions:

- (i) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 15th August, 2014.
- (iii) In terms of Clause 35B of the Listing Agreement entered into with the stock exchange, the Company has provided an option to their Members who do not have access to the e-voting facility, to cast their votes by way of a ballot. The ballot form is enclosed with this Notice.
- (iv) The facility of e-voting shall commence from Monday, 15th September, 2014 and shall remain open upto 6.30 p.m. on Wednesday, 17th September, 2014. Members will not be able to cast their votes after 6.30 p.m. on Wednesday, 17th September, 2014.
- (v) Institutional Members (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 or cosec@sunteckindia.com with a copy marked to evoting@nsdl.co.in.
- (vi) Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting, 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.
- (vii) Mr. Veeraraghvan N., 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.
- (viii) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.
- (ix) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice of AGM) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Veeraraghvan N., and Practicing Company Secretary not later 6.30 p.m. on Wednesday, 17th September, 2014. Ballot Form received thereafter will be treated as invalid.
- (x) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.sunteckwealthindia.com within two working days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013, in respect of Special Business set out in Notice:

Item No. 5 and 6

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term upto 5 consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

The following Directors are Independent Directors on the Board of the Company. It is proposed to appoint both of them as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of 2 (Two) 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 2016, not liable to retire by rotation.

Mr. Mahadevan Kalahasthi (DIN: 01246519),

Mr. Hiten Shah (DIN: 02185059)

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Mahadevan Kalahasthi and Mr. Hiten Shah fulfill the conditions for their appointment as Independent Directors as specified in the Act, the Rules made there under and the Listing Agreement. All of them are independent of the management.

Considering their vast experience, their presence on the Board will be of immense value to the Company.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Mahadevan Kalahasthi and Mr. Hiten Shah and their relatives are concerned or interested in the respective resolutions for their appointment.

The resolutions as set out in Item nos. 5 and 6 of this Notice are accordingly recommended for the approval by the members as Ordinary Resolution.

By Order of the Board of Directors
For SW Investments Limited
(Formerly known as Sunteck Wealthmax Investments Ltd)

Sd/-

Director

Mumbai: 14th August, 2014

Registered Office:

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

Details of Directors seeking Appointment/Re-Appointment at the Ensuing Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Hiten Shah	Mr. Pankaj Jain	Mr. Mahadevan Kalahasthi
Age	49 Years	45 Years	55 Years
Qualifications	Chartered Accountant	Engineer in Electronics	B. Com., F.C.A.
Date of Appointment	14 th March, 2011	14 th November, 2011	09 th August 2010
Expertise	Accounts & Finance	Expertise in Securities Market and Capital Market	30 years of experience in the field of Chartered Accountancy
Directorship in other Public Limited Companies as on March 31, 2014	Nivedita Mercantile & Financing Limited	Nil	Sunteck Realty Limited
Chairman/ Member of the Audit Committee as on March 31, 2014	Member of Audit Committee- 1)SW Investments Limited 2) Nivedita Mercantile & Financing Limited	Nil	Chairman of Audit Committee- 1)SW Investments Limited 2) Sunteck Realty Limited
Chairman/ Member of the Shareholders'/ Investors/ Grievance Committee as on March 31, 2014	Chairman of Shareholders/Investors/ Grievance Committee- Nivedita Mercantile & Financing Limited	Member of Shareholders/Investors/ Grievance Committee- SW Investments Limited	Member of Shareholders/Investors /Grievance Committee- SW Investments Limited Chairman of Shareholders'/ Investors Grievance Committee- Sunteck Realty Limited
No. of Shares held in the Company as on March 31, 2014	Nil	Nil	Nil

*Note: Excludes Directorship in Private Limited Companies, Foreign Companies and Government Bodies.

DIRECTORS' REPORT

To the Members,

The Directors take the privilege of presenting the Annual Report and Audited Accounts for the year ended 31st March 2014 to the members of the Company.

FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	For the Year ended on 31.03.2014	For the Year ended on 31.03.2013
Total Income	60.12	33.08
Expenditure	13.74	16.71
Profit before Tax	46.38	16.36
Less: Provision for Tax	14.41	5.78
Profit after Tax	31.97	10.58

PERFORMANCE

During the year under review, the Company has earned Total Income of Rs. 60.12/- Lacs and a Net Profit of Rs. 31.97 Lacs as compared to the total income of Rs. 33.08 Lacs and Net Profit of Rs. 10.58 Lacs in the previous year.

DIVIDEND

The Board of Directors have recommended Final dividend of 5% i.e. Rs. 0.50/- per Equity share for the F.Y. 2013-14 to be paid on outstanding 9,00,000 Equity shares amounting to Rs. 4,25,000/- (Rupees four Lac Twenty Five Thousand only) for the approval of shareholders.

FIXED DEPOSITS

Your Company has not accepted any deposits in terms of the provisions of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975, as amended, during the year under review.

DIRECTORS

Re-appointment: Mr. Pankaj Jain retires by rotation and being eligible, seeks re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment.

AUDITORS

M/s MBAH & Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment for remaining period of 1 year out of his consecutive term of 5 years starting from Financial Year 2014-2015 onwards. The Company has received a letter from them to the effect that their re-appointment, if made, would be within the prescribed limit under Section 139(1) of the Companies Act, 2013 and they are not disqualified for such re-appointment within the meaning of Section 141(3) of the said Act.

The Board of Directors recommends the re-appointment of Statutory Auditors for remaining period of 1 year out of his consecutive term of 5 years starting from 2014-2015 onwards, for your approval.

SECRETARIAL COMPLIANCE REPORT

Compliance Certificate pursuant to Section 383A (1) of the Companies Act, 1956 is attached to this Report.

CORPORATE GOVERNANCE REPORT

As required under Clause 49 of the Listing Agreement, the report on Corporate Governance is attached to this Report.

CHANGE OF NAME

During the period under review, the Company has changed its name from “Sunteck Wealthmax Investments Limited” to “SW Investments Limited” with effect from 22nd October 2013.

POSTAL BALLOT FOR OBTAINING APPROVAL OF MEMBERS UNDER SECTION 180(1)(a) AND 180(1)(c)

Pursuant to the notification issued by Ministry of Corporate Affairs on 12th September, 2013, the Company conducted a Postal Ballot during the period under review to seek approval of the Members by way of special resolutions under section 180(1)(c) read with section 180(2) of the Companies Act, 2013, to grant authority to the Board of Directors for increasing the borrowing powers of the Company and under section 180(1)(a) of the Companies Act, 2013 to grant authority to the Board of Directors to create charge/ hypothecate/ mortgage property of the Company, which were duly passed and approved by the members of the Company with requisite majority on 31st March 2014.

STATUTORY DISCLOSURES

- a) Particulars of the employees of the Company pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, is not given as none of the employees come under the purview of these provisions.
- b) Particulars required to be furnished by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1998:
 - i) Part A and Part B relating to Conservation of Energy and Technology Absorption are not applicable to the Company as your Company is not a manufacturing Company.
 - ii) Foreign Exchange Earning and Outgo: - The Company has neither spent nor earned any foreign exchange during the year under review.