

SW INVESTMENTS LIMITED

35TH ANNUAL REPORT

2014-2015

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kamal Kishor Vyas

Mr. Mahadevan Kalahasthi

Mr. Hiten Shah

Mr. Pankaj Jain

Mrs. Vandana Kacholia

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

THE PAGE IS INTENTIONALLY LEFT BLANK

CONTENTS

1.	Notice of AGM.....	5
2.	Director's Report.....	11
3.	Secretarial Audit Report.....	17
4.	Extract of Annual Return.....	20
5.	Report on Corporate Governance.....	28
6.	Auditor's Certificate on Corporate Governance.....	39
7.	Independent Auditor's Report.....	40
8.	Balance Sheet.....	45
9.	Profit & Loss Statement.....	46
10.	Cash Flow Statement.....	47
11.	Notes to Accounts.....	49
12.	Attendance Slip.....	59
13.	Proxy Form.....	61
14.	Ballot Form.....	63

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

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of SW Investments Limited will be held at:

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

Day and Date : Tuesday, 29th September, 2015

Time : 11.00 A.M.

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2015 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. Kamalkishor Vyas (DIN-00008898), 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 of the Company under Sections 139, 142 and other applicable Provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to hold office for a period of 5 (Five) years 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, 142 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 for a period of 5 (Five) years from the conclusion of this Annual General Meeting at such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

5. Appointment of Mrs. Vandana Kacholia (DIN: 07195330), as a Director of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT Mrs. Vandana Kacholia (DIN: 07195330), who was appointed as an Additional Director in terms of Section 161(1) of the Companies Act, 2013 with effect from 26th May, 2015 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director as required under the Act, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
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 a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. The Register of members and share transfer books will remain closed from 25th September, 2015 to 29th, September, 2015 (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.

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 Wednesday, 23rd September, 2015

The facility of e-voting shall commence at Friday, 25th September, 2015 and shall remain open upto 5.00p.m. on Monday, 28th September, 2015. Members will not be able to cast their votes after 5.00 p.m. Monday, 28th September, 2015.

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@gmail.com or cosec@swlindia.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) 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.
- (iii) Mr. Veeraraghvan N., Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) 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 at least 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.
- (v) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.swlindia.com within two working days of passing of the resolutions at the AGM of the Company and communicated to Stock Exchange(s) where the shares of the Company are listed.

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

Mumbai: 13th August, 2015

Director

Registered Office:

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