

# SW INVESTMENTS LIMITED

Regd. Office: 5<sup>th</sup> Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East) Mumbai 400057.  
CIN No.:L65990MH1980PLC02333 Tel: +22 4287 7800 Fax: +22 4287 7890  
Email Id: cosec@swlindia.com.Website: www.swlindia.com

SWIL/BSE/20/19-20

Date: 26<sup>th</sup> September, 2019

To  
Corporate Relation Department  
BSE Limited  
P. J. Tower, Dalal Street,  
Mumbai – 400 001  
Scrip Code: 503659

Sir,

**Ref: Proceedings of 39<sup>th</sup> Annual General Meeting of the Company held on September 26, 2019 as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The 39<sup>th</sup> Annual General Meeting (“AGM / Meeting”) of SW Investments Limited (“the Company”) was held today i.e. **Thursday, 26<sup>th</sup> September, 2019 at 12.30 p.m** at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Subhash Road, Vile Parle (East), Mumbai-400057.

Mr. Gautam Panchal, Ms. Lalitha Cheripalli, Ms. Sandhya Malhotra, Directors of the Company Mr. Amit Pitale, Chief Financial Officer and Ms. Sapna Patel, Company Secretary of the Company were present at the Meeting. Since the required quorum was present, the Meeting was called to order. With the consent of the shareholders, the Notice convening the AGM and the Auditors’ Report were taken as read.

Thereafter, the Chairman addressed the members. The Company Secretary then informed the members that the Company had provided electronic voting facility (remote e-voting) to the members to cast their vote electronically on all resolutions set forth in the Notice. Members who were present and could not cast their vote through remote e-voting were provided an opportunity to cast their vote at the Meeting by way of ballot.

The members were informed that the Board of Directors of the Company had appointed Mr. Veeraraghavan N., Company Secretary in Practice, as Scrutinizer to conduct remote e-voting and ballot process in fair and transparent manner.

As per Notice convening the 39<sup>th</sup> AGM of the Company, the following business were transacted at the Meeting. Resolution Nos. from 1 to 4 were Ordinary Resolutions.

**Resolution 1.** Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon;

**Resolution 2.** Re-appointment of Mr. Pankaj Jain (DIN: 00048283), as a Director of the Company, liable to retire by rotation.



**Resolution 3.** To change designation of Mrs. Lalitha Cheripalli (DIN-07026989) from Non-executive Non-Independent Director to Whole-time Director.

**Resolution 4.** To appoint Mrs. Sandhya Malhotra (DIN-06450511) as an Independent Director for a term of five years.

The Members present raised queries which were duly addressed by the Company

The Company Secretary thanked all the members present at the Meeting and then concluded the Meeting by carrying out the voting process.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are furnishing herewith details of voting results of the business transacted at the 39<sup>th</sup> Annual General Meeting in the prescribed format.

Report of Scrutinizer is also enclosed herewith.

Kindly take the same on records.

**For SW Investments Limited**



**Sapna Patel**  
**Company Secretary**  
**ACS No. A39266**



**Annexure:**

<b>Date of the Annual General Meeting</b>	<b>26th September, 2019</b>
<b>Total number of shareholders on record date (Cut off date: 20th September, 2019)</b>	<b>459</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>9</b>
<b>Promoters and Promoter Group:</b>	<b>2</b>
<b>Public:</b>	<b>7</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	<b>Not Arranged</b>
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	





**Agenda wise disclosure**

The mode of voting for all the resolutions were remote e-voting and by Ballot Paper at the Meeting.

<b>Resolution Required: (Ordinary)</b>			<b>Resolution 1- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.</b>					
<b>Whether promoter/promoter group are interested in the agenda /resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes- Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
Promoter and Promoter Group	E-Voting	3,80,900	3,80,900	100.00	380900	0	100.00	0.00
	Poll		-	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,80,900</b>	<b>100.00</b>	<b>380900</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public –Non Institutions	E-Voting	5,19,100	1,106	0.21	1,106	0	100.00	0.00
	Poll		46,760	9.01	46,750	10.00	99.98	0.02
	<b>Total</b>		<b>47,866</b>	<b>9.22</b>	<b>47,856</b>	<b>10</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>9,00,000</b>	<b>4,28,766</b>	<b>47.64</b>	<b>4,28,756</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>



<b>Resolution Required: (Ordinary)</b>		<b>Resolution 2- To appoint a Director in place of Mr. Pankaj Jain (DIN-00048283), who retires by rotation and being eligible offers himself for re-appointment.</b>						
<b>Whether promoter/promoter group are interested in the agenda /resolution?</b>		<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes- Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=[2]/(1)*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[4]/(2)]*100</b>	<b>[7]=[5]/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3,80,900	3,80,900	100.00	380900	0	100.00	0.00
	Poll		-	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,80,900</b>	<b>100.00</b>	<b>380900</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public -Non Institutions	E-Voting	5,19,100	1,106	0.21	706	400	63.83	36.17
	Poll		46,760	9.01	46,750	10	99.98	0.02
	<b>Total</b>		<b>47,866</b>	<b>9.22</b>	<b>47,456</b>	<b>410</b>	<b>99.14</b>	<b>0.86</b>
<b>Total</b>		<b>9,00,000</b>	<b>4,28,766</b>	<b>47.64</b>	<b>4,28,356</b>	<b>410</b>	<b>99.90</b>	<b>0.10</b>



Resolution Required: (Ordinary)			Resolution 3 - To change designation of Mrs. Lalitha Cheripalli (DIN-07026989) from Non-executive Non-Independent Director to Whole-time Director.					
Whether promoter/promoter group are interested			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
Promoter and Promoter Group	E-Voting	3,80,900	3,80,900	100.00	380900	0	100.00	0.00
	Poll		-	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,80,900</b>	<b>100.00</b>	<b>380900</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public -Non Institutions	E-Voting	5,19,100	1,106	0.21	6	1100	0.54	99.46
	Poll		46,760	9.01	46,750	10	99.98	0.02
	<b>Total</b>		<b>47,866</b>	<b>9.22</b>	<b>46,756</b>	<b>1,110</b>	<b>97.68</b>	<b>2.32</b>
<b>Total</b>		<b>9,00,000</b>	<b>4,28,766</b>	<b>47.64</b>	<b>4,27,656</b>	<b>1,110</b>	<b>99.74</b>	<b>0.26</b>





Resolution Required: (Ordinary)			Resolution 4 - To appoint Mrs. Sandhya Malhotra (DIN-06450511) as an Independent Director for a term of five years.					
Whether promoter/promoter group are interested			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
Promoter and Promoter Group	E-Voting	3,80,900	3,80,900	100.00	380900	0	100.00	0.00
	Poll		-	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,80,900</b>	<b>100.00</b>	<b>380900</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public -Non Institutions	E-Voting	5,19,100	1,106	0.21	1,106	0	100.00	0.00
	Poll		46,760	9.01	46,750	10	99.98	0.02
	<b>Total</b>		<b>47,866</b>	<b>9.22</b>	<b>47,856</b>	<b>10</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>9,00,000</b>	<b>4,28,766</b>	<b>47.64</b>	<b>4,28,756</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>

For SW Investments Limited

*Sapna*

Sapna Patel  
Company Secretary  
ACS No. 39266



**Veeraraghavan.N**

Practicing Company Secretary

First Maritime Private Limited  
201 , Gheewala Building  
Opp. New India Co-op Bank Ltd  
M P Road, Mulund East,  
Mumbai 400081.  
Mob:9821528844  
Email : nvr54@rediffmail.com

**FORM NO. MGT-13  
REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
**SW Investments Limited**  
(CIN: L65990MH1980PLC023333)  
5<sup>th</sup> Floor, Sunteck Centre, 37-40, Subhash Road,  
Vile Parle (East), Mumbai – 400 057.

Dear Sir,

I, Veeraraghavan N., a Company Secretary in practice had been appointed as the Scrutinizer by the Board of Directors of SW Investments Limited (CIN: L65990MH1980PLC023333) to scrutinizing the E-voting Process and Physical Voting by Ballot (Poll) papers at the 39<sup>th</sup> Annual General Meeting (AGM) in fair and transparent manner in respect of the resolutions as proposed in the Notice dated August 12, 2019 and hereby submit my report as under:

1. The notice was sent to all the Members, whose names appeared in the Register of Members as on 23<sup>rd</sup> August, 2019 who were entitled to vote on the proposed resolutions as mentioned in the Notice of the 39<sup>th</sup> Annual General Meeting of the Company.
2. The Company had published a notice in regard to dispatch of Notice through Courier / Email and E-voting information, as the case may be, in The Free Press Journal in English and Navshakti in Marathi Newspapers on September 1, 2019.
3. The Company had availed the e-voting facility offered by the National Securities Depository Limited for conducting remote e-voting by the shareholders of the Company.
4. The Shareholders of the Company holding shares as on cut-off date i.e. Friday, September 20, 2019 were entitled to vote on the proposed resolutions.
5. The E-Voting facility was commenced from 9.00 a.m. on Monday, September 23, 2019 to Wednesday, September 25, 2019 at 5.00 p.m.





6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence.

7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the company and the authorizations / proxies lodged with the Company.

8. I did not find any poll papers invalid.

9. The result of the E-Voting/ Ballot (Poll) at Meeting together is as under:

**Item No: 1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon: Ordinary Resolution**

Particulars	Number of			Number of Votes contained in			%
	E-voters	Postal Ballot Forms	Total	E-votes	Postal Ballot Forms	Total	
Assent	13	5	18	382006	46750	428756	100.00
Dissent	0	2	2	0	10	10	0
Invalid	0	0	0	0	0	0	NA

**Item No: 2 - To appoint a Director in place of Mr. Pankaj Jain (DIN-00048283), who retires by rotation and being eligible offers himself for re-appointment: Ordinary Resolution**

Particulars	Number of			Number of Votes contained in			%
	E-voters	Postal Ballot Forms	Total	E-votes	Postal Ballot Forms	Total	
Assent	12	5	17	381606	46750	428356	99.9
Dissent	1	2	3	400	10	410	0.1
Invalid	0	0	0	0	0	0	NA

**Item No: 3 - To change designation of Mrs. Lalitha Cheripalli (DIN-07026989) from Non-executive Non-Independent Director to Whole-time Director: Ordinary Resolution**

Particulars	Number of			Number of Votes contained in			%
	E-voters	Postal Ballot Forms	Total	E-votes	Postal Ballot Forms	Total	
Assent	11	5	16	380906	46750	427656	99.74
Dissent	2	2	4	1100	10	1100	0.26
Invalid	0	0	0	0	0	0	NA




**Item No: 4 - To appoint Mrs. Sandhya Malhotra (DIN-06450511) as an Independent Director for a term of five years: Ordinary Resolution**

Particulars	Number of			Number of Votes contained in			%
	E-voters	Postal Ballot Forms	Total	E-votes	Postal Ballot Forms	Total	
Assent	13	5	18	382006	46750	428756	100.00
Dissent	0	2	2	0	10	10	0
Invalid	0	0	0	0	0	0	NA

10. All of the above mentioned resolutions have passed with requisite majority.

11. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

You are requested to kindly declare the said results to the shareholders of the Company.

  
Veeraraghavan. N  
Scrutinizer  
C.P. No. 4334



Place: Mumbai

Dated: 26<sup>th</sup> September, 2019