

SW INVESTMENTS LIMITED

Regd. Office: 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East) Mumbai - 400057

CIN No: L65990MH1980PLC023333 Tel: +91 22 4287 7800 Fax: +91 22 4287 7890

Email Id: cosec@swlindia.com Website: www.swlindia.com

SWIL/BSE/46/23-24

Date: 15th March, 2024

To
The Secretary, Listing Department,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001
Scrip Code: 503659

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice for seeking approval of the members of the Company to the following Resolutions:

S. No.	Description of Resolution	Type of Resolution
1.	Re-appointment of Mrs. Sandhya Malhotra (DIN: 06450511) as an Independent Director of the Company	Special Resolution
2.	To consider and approve for giving authorization to Board of Directors to advance any Loan, give any Guarantee or to provide any Security to all such person specified under Section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 20,00,00,000/- (Rupees Twenty Crores Only)	Special Resolution

Postal Ballot Notice is being sent through electronic mode to the members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 1st March, 2024 ('cut-off date') and whose email addresses are registered with the Company/Depositories. Physical copy of the notice is not being sent to the members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all its members. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, March 20, 2024 and ends at 5.00 p.m. (IST) on Thursday, April 18, 2024.

This is for your information and records.

For SW Investments Limited

Shaily Dedhia
Company Secretary
Encl: a/a

SW INVESTMENTS LIMITED

Regd. Office: 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (E), Mumbai 400057;

CIN: L65990MH1980PLC023333

Tel: +91 22 42877800 **Fax:** +91 22 42877890; **Website:** www.swlindia.com;

Email ID: cosec@swlindia.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of SW Investments Limited ('the Company'), pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, to transact the special business/(es) as set out hereunder by passing Special Resolution by way of postal ballot through remote e-voting. Further details are set out in this Notice.

In compliance with the Act, Listing Regulations, MCA Circulars and SS-2 this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Depository Participant/s. If any Shareholder whose e-mail address is not registered with the Depository Participant/s, may please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has appointed Mr. Veeraraghavan N (CP No. 4334), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process through e-voting in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to the Members. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, March 20, 2024 and ends at 5.00 p.m. (IST) on Thursday, April 18, 2024. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Saturday, April 20, 2024.

The last date of e-voting, i.e. April 18, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.swlindia.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

SPECIAL BUSINESSES:

1. Re-appointment of Mrs. Sandhya Malhotra (DIN: 06450511) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), as amended from time to time, Mrs. Sandhya Malhotra (DIN: 06450511), whose term expires on May 29, 2024, as an Independent Director, who has given her consent for the appointment and has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and the Listing Regulations and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for second term of five years to hold office from May 30, 2024 to May 29, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

2. To consider and approve for giving authorization to Board of Directors to advance any Loan, give any Guarantee or to provide any Security to all such person specified under Section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 20,00,00,000/- (Rupees Twenty Crores Only):

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/ Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan

and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 20,00,00,000/- (Rupees Twenty Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT the powers be and is hereby delegated to the board of the company and the board is hereby authorized to negotiate, finalize, agree the terms and conditions of the aforesaid loan / guarantee / security and to do all such acts, deeds and things as may be necessary and incidental including signing and for execution of any deeds/documents/ undertakings / agreements / papers / writings for giving effect to this resolution.

RESOLVED FURTHER THAT any Executive Directors(s) of the Company be and is/are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

For SW Investments Limited
Sd/-
Shaily Dedhia
Company Secretary

Mumbai, February 14, 2024

Registered Office:

5th Floor, Sunteck Centre,

37-40, Subhash Road,

Vile Parle (East),

Mumbai 400057

CIN: L65990MH1980PLC023333

Tel: +91 22 4287 7800 Fax: +91 22 4287 7890

Website: www.swlindia.com

E-mail: cosec@swlindia.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business are annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on Friday, March 01, 2024, ('Cut-off date) and whose e-mail IDs are registered with the Depository Participant/s. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

4. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on the resolutions through the E-voting service facility arranged by NSDL.
5. This Postal Ballot Notice will also be available on the Company's website at www.swlindia.com and website of stock exchange viz. www.bseindia.com as well as on website of NSDL at www.evoting.nsdl.com.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, March 01, 2024.
7. The Board of Directors has appointed Veeraraghavan N., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. The E- voting period commences on Wednesday, March 20, 2024 at 9.00 a.m. and ends on Thursday, April 18, 2024 at 5.00 p.m. The E-voting module shall be disabled by NSDL for voting thereafter.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on any working days until the last date of receipt of votes by e-voting.
10. The result of the Postal Ballot will be announced at the Registered Office of the Company situated at 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai 400057 on or before Saturday, April 20, 2024 after completion of scrutiny of E-voting by the Scrutinizer. The result of the Postal Ballot shall be communicated to the stock exchange where the Company's shares are listed and the same shall also be placed on the website of the Company.
11. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, April 18, 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
12. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see

	<p>e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nvr54@ymail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on .: 022-4886 7000 and 022-2499 7000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cosec@swlindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cosec@swlindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF BUSINESSES SET OUT IN NOTICE:

Item No. 1:

Mrs. Sandhya Malhotra (DIN : 06450511) was appointed earlier as an Independent Director of the Company for a term of five years from May 30, 2019 to May 29, 2024. Mrs. Sandhya Malhotra's first term as an Independent Director is getting over on May 29, 2024 by efflux of time. The Nomination & Remuneration Committee of the Board of Directors, has recommended re-appointment of Mrs. Sandhya Malhotra as an Independent Director for a second term on the Board of the Company beginning from May 30, 2024 upto May 29, 2029.

The Board, based on the recommendation of the Nomination & Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Mrs. Sandhya Malhotra would be beneficial to the Company and, accordingly, it is desirable to continue to avail her service as an Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Sandhya Malhotra as an Independent Director of the Company, not liable to retire by rotation and to hold office on the Board of the Company upto May 29, 2029. Section 149 of the Act and provisions of the SEBI Listing Regulations inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term up to Five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office up to two consecutive terms. Mrs. Sandhya Malhotra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director.

Brief profile of Mrs. Sandhya Malhotra is given below:

Mrs. Sandhya Malhotra, Corporate Law Consultant, is a practicing Company Secretary and Law graduate by education, with 20 years of experience in corporate law compliances under the various rules and regulations including, but not limited to, Companies Act, SEBI rules and regulations, Stock Exchange compliances, ROC compliances, NCLT matters, RBI compliances with respect to foreign funds and foreign companies, catering to clients both in India and abroad and sharing knowledge with students and fellow members of the profession through professional platforms. She also act as a consultant for CSR activities, which are associated with many NGOs and Voluntary Organisations providing guidance on legal provisions of CSR under the Companies Act, interpretation of Schedule VII and mapping their intervention programmes.

Mrs. Sandhya Malhotra has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mrs. Sandhya Malhotra has fulfilled the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management.

Copy of the draft letter of appointment of Mrs. Sandhya Malhotra, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

Mrs. Sandhya Malhotra and her relatives may be deemed to be concerned or interested in the resolution for continuing her appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially otherwise in the Resolution in the accompanying Notice.

The Board recommends the agenda as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Item No. 2:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) [‘the Act’] a company may advance any loan including loan represented by way of a book debt to and/or give any guarantee and/or provide any security in connection with any loan taken/to be taken by any person in whom any of the director of the company is interested, subject to compliance with the following conditions: a. If a special resolution is passed by the company in general meeting; and b. The loan(s) are utilised by the borrowing companies for their principal business activities.

Therefore in order to augment the long term resources of the Company and to render support for the business requirements of 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”), the Board of Directors in its meeting held on 14th February, 2024 has proposed and approved for seeking the shareholder approval to advance any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loan taken/to be taken by the Entities, as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, up to maximum amount of Rs. 20,00,00,000 Crores (Rupees Twenty Crores Only) at any time, provided that such loan is /are utilized by the Entities for their respective principal business activities.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the abovementioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantee and security being advanced/given/provided by the Company pursuant to this Special Resolution.

The Board recommends the agenda as set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

**By order of the Board of Directors
For SW Investments Limited
Sd/-
Shaily Dedhia
Company Secretary**

Mumbai, February 14, 2024

Registered Office:

5th Floor, Sunteck Centre,

37-40, Subhash Road,

Vile Parle (East), Mumbai 400057

CIN: L65990MH1980PLC023333

Tel: +91 22 4287 7800 Fax: +91 22 4287 7890

Website: www.swlindia.com

E-mail: cosec@swlindia.com

ANNEXURE -I TO THE NOTICE

BRIEF PROFILE OF PERSON PROPOSED TO BE APPOINTED/ REAPPOINTED AS DIRECTOR AND ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS

Brief Resume	Refer Item No.1 of the explanatory statement
Age	45 Years
DIN	06450511
Qualification	Company Secretary and L.L.B.
Nature of expertise in specific functional areas	Corporate Law Consultant as a Practicing Company Secretary and Law graduate
Justification of her appointment	Refer Item No. 1 of the explanatory statement
Inter-se relationships with directors and key managerial personnel	None
Listed companies in which Mrs. Sandhya Malhotra holds directorship and committee membership	Director 1. Sunteck Realty Limited 2. Starteck Finance Limited 3. SW Investments Limited
Membership in Board Committees	1. Sunteck Realty Limited – Audit & Stakeholders Relationship Committee 2. Starteck Finance Limited – Audit Committee 3. SW Investments Limited – Audit & Stakeholders Relationship Committee
Shareholding in the Company including shareholding as a beneficial owner	Nil
Key terms and conditions of appointment	Re-appointment as an Independent Director for a period commencing from May 30, 2024 to May 29, 2029
Remuneration proposed to be paid	She will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act
Date of first appointment on Board	May 30, 2019
Details of remuneration last drawn	Nil
Number of Board meetings attended	She has attended 5 out of 5 Board meetings till February 14, 2024 during the financial year 2023-24. The attendance details pertaining to FY 2022-23 are available in the Annual Report 2022-23.
Listed Entities from which Mrs. Sandhya Malhotra has resigned as Director in past 3 years	None