

Date: 14.12.2021

To,
BSE Limited
P J Towers,
Dalal Street,
Mumbai - 400001

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013 and Calendar of Events for Postal Ballot

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We enclose herewith copy of Notice of Postal Ballot along with Explanatory Statement, and Calendar of Events for Postal Ballot.


Calendar of Events for Postal Ballot:

Sr. No.		
1.	Cut-off date for ascertaining the list of shareholders/members to whom the notice of Postal Ballot will be sent and also for reckoning voting rights.	Friday, December 10, 2021
2.	Date & Time of Commencement Remote E-Voting	Thursday, 16 th December, 2021
3.	Date of Closure of Postal Ballot Voting & E-Voting	Monday, 17 th January 2022.
4.	Submission of the Postal Ballot Report to the Chairman by the Scrutinizer	On or before Tuesday, 18 th January, 2022
5.	Date of declaration of the Result by the Managing Director or other Directors authorized by the Board	On or before Tuesday, 18 th January, 2022

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,
FOR, SWORD-EDGE COMMERCIALS LIMITED


JOY DEEP ROY
WHOLETIME DIRECTOR
DIN: 06457048

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, in accordance with Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any amendment thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 ("General Circulars") issued by the Ministry of Corporate Affairs (the "MCA") for seeking the approval of the Members Johnson Pharmacare Limited (the "Company") by way of Special Resolution for the business set out hereunder through Postal Ballot through remote e-voting ("Postal Ballot/ E-Voting")

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s Daksha Negi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility for its Members. The E-Voting facility is available at the link www.evoting.nsdl.com from 09:00 AM on Thursday, 16th December, 2021 up to 05:00 PM on Monday, 17th January 2022. E- Voting module will be blocked by NSDL at 05:00 PM on Monday, 17th January 2022 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit her Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced On or before Tuesday 18th January, 2022 and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited where the equity shares of the Company is listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at www.swordedgecommercialsltd.in and on the website of NSDL at www.evoting.nsdl.com.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

TEXT OF THE PROPOSED SPECIAL RESOLUTIONS ALONGWITH EXPLANATORY STATEMENT

SPECIAL BUSINESS

Resolution No. 1.: Issue of Bonus Shares

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs.10,86,00,000 standing to the credit of the Share Premium Account as on 31st March 2021, for the purpose of issuance of bonus shares of Rs.1/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose (which expression shall also include a Committee thereof / CMD), in the proportion of 1:1 i.e. 1 new equity shares of Rs.1/- each for every 1 existing equity shares of Rs.1/- each fully paid up and held by the Members/ Beneficial Owners.”

“RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors, be subject to the compliance requirements of RBI or any other regulatory authority, if any.”

“RESOLVED FURTHER THAT the new equity bonus shares of Rs.1/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted”.

“RESOLVED FURTHER THAT the Board / Committee be and are hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper and further to delegate all or any of the powers conferred by this resolution on it, to any other Director(s) and the Company Secretary of the Company to give effect to the foregoing resolutions”.

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

2. Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61,& 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 11,00,00,000 (Rupees Eleven Crore only) consisting of 11,00,00,000 (Eleven crore) Equity Shares of Rs.1/- (Rupee One) each to Rs. 22,00,00,000 /- (Rupees Twenty Two Crore only) consisting of 22,00,00,000 (Twenty Two Crore) Equity Shares of Rs.1/- (Rupees One) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. “The authorized share capital of the Company is Rs. 22,00,00,000 (Rupees Twenty Two Crore only) divided into 22,00,00,000 (Twenty Two Crore) Equity Shares of Rs. 1/- (Rupees One only) each”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

**BY ORDER OF THE BOARD
FOR, SWORD-EDGE COMMERCIALS LIMITED**

Registered Office:

**401, Solitaire Business Park, Nr Telephone Exchange
Near T-2 International Airport,
Andheri (East)
Mumbai ,
Maharashtra-400072**

Place: Mumbai

Date: 13th December 2021.

**JOY DEEP ROY
WHOLETIME DIRECTOR
DIN: 06457048**

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

NOTES:-

1. The approval of shareholders of the Company is solicited by passing special resolution through Postal Ballot/ E-Voting for businesses set out of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, December 10 2021 ("Cut-off Date"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolution, if approved, by the shareholders by means of Postal Ballot /E-Voting are deemed to have been passed at a General Meeting of the shareholders and the last date of the E-Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the General Circulars, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at www.swordedgecommercialsltd.in
5. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "Johnson Pharmacare - Postal Ballot - Registration of e-mail addresses" to Registrar and Transfer Agent of the Company, i.e., Satellite Corporate Services Pvt Ltd at service@satellitecorporate.com or to the Company at complianceswordedge@gmail.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>. The voting period begins at 09:00 AM on Thursday, 16th December, 2021 and ends at 05:00 PM Monday, 17th January 2022.. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, December 10,2021 may cast their vote electronically.

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.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.





SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. 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 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;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
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 or joining virtual meeting & voting during the meeting.

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.

SWORD-EDGE COMMERCIALS LIMITED**CIN: L51900MH1985PLC036687****Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)****Mumbai , Maharashtra-400072 Tel No: +91 8734890059****Email: complianceswordedge@gmail.com****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 at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in 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 at <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 to 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**

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

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.

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 complianceswordedge@gmail.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 complianceswordedge@gmail.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.

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.

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 dakshaneji@gmail.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

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

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 toll free no.: 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in.

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1 – Issue of Bonus Shares.

In appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on December 13, 2021, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Rs. 1/- (Rupees One) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of Rs. 1/- (Rupees One) each for every 1 (One) existing fully paid-up equity shares of Rs. 1/- (Rupees One) each held by them, by capitalizing a sum not exceeding 10,86,00,000/- (Rupees Ten Crore Eighty Six Lacs Only) out of the Company's Share Premium Account as on March 31, 2021.

Article 174 (c) of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of the Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except the extent of their shareholding in the Company.

Item No. 2: - Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

The Current Authorised Share Capital of your Company is of Rs. 11, 00, 00,000 (Rupees Eleven Crore only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs. 1/- (Rupees One only) each. The Company proposes to increase its authorized share capital to Rs. 22, 00, 00,000 (Rupees Twenty Two Only) divided into 22,00,00,000 (Twenty Two Crore) Equity Shares of Rs. 1/- (Rupees One) each to cover issuance of Bonus shares.

Pursuant to the provisions of Section 61 the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of the Postal Ballot Notice.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for evoting i.e., Monday, January 17, 2022.

SWORD-EDGE COMMERCIALS LIMITED

CIN: L51900MH1985PLC036687

Regd. Office: 401, Solitaire Business Park, Nr Telephone Exchange Near T-2 International Airport, Andheri (East)

Mumbai , Maharashtra-400072 Tel No: +91 8734890059

Email: complianceswordedge@gmail.com

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

The Board of your Company recommends that the resolutions under Item No. 2, be passed in the interest of your Company.

All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are Open for inspection by the members at the registered office of the Company between 11.00 a.m. to 05.00 p.m. on all working days from Monday to Friday except national holidays.

**BY ORDER OF THE BOARD
FOR, SWORD-EDGE COMMERCIALS LIMITED**

Registered Office:

**401, Solitaire Business Park, Nr Telephone Exchange
Near T-2 International Airport,
Andheri (East)
Mumbai ,
Maharashtra-400072**

**JOY DEEP ROY
WHOLETIME DIRECTOR
DIN: 06457048**

Place: Mumbai

Date: 13th December 2021.