

SAWACA

**BUSINESS MACHINES LTD.
SAWACA BUSINESS MACHINES LIMITED**

[CIN: L65910GJ1994PLC023926]

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POSTAL BALLOT NOTICE

**[Pursuant To Section 110 of The Companies Act,2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014**

Dear Shareholders,

Notice is hereby given, pursuant to Section 108 and 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 in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021, respectively (collectively termed as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ('SS - 2') issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, to the Shareholders' or Members' ('Members') of Sawaca Business Machines Limited ('the Company') for seeking approval for the resolutions appended below through Postal Ballot/ electronic voting ('remote E-voting'). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof mentioned in this Postal Ballot Notice is attached hereto for your consideration.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, and pursuant to Section 110 of the Act and the Rules made thereunder, the Company is sending Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ('RTA') 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 process is accordingly being initiated in compliance with the above mentioned Circulars.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company ('the Board'), at their Meeting held on April 13th, 2022 considered and approved the following resolutions, subject to the Members' approval through Postal Ballot:

- 1. Split/Sub-Division of Company's 1(One) equity share of face value of Rs.10/- (Rupees Ten Only) each into 10(Ten) equity shares of face value of Rs.1/- (Rupees One Only) each.**
- 2. Increase in the Authorised Share Capital and consequent alteration of Clause V of Memorandum of Association (MoA) of the Company.**
- 3. Issue of Bonus Shares.**
- 4. Alteration/Insertion of New Paragraph to the Main Object of the Company and consequent amendment to Clause III of the Memorandum of Association of the Company.**

The Members holding equity shares of the Company are requested to carefully read all the instructions given in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 05:00 p.m. (IST) on Tuesday, May 17th, 2022, failing which it will be considered that no reply has been received from the Member.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning item and the reasons thereof is also appended. The said resolutions and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.

The Board has appointed Mr. Mukesh H Shah, Practicing Company Secretary, Ahmedabad, (Membership No.: FCS 5827 and C. P. No. 2213) of M/s. Mukesh H Shah & Co. as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated her willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots (through remote e-voting). The result on the resolution proposed to be passed through Postal Ballots (through remote e-voting) shall be announced on or before Thursday, May 19th, 2022 at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange i.e. Bombay Stock Exchange Limited (BSE) where Equity Shares of the Company are listed.

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. Tuesday, May 17th, 2022 & it will be placed on the website of the Company: www.sawacabusiness.com and on the website of Bombay Stock Exchange www.bseindia.com along with the Scrutinizer's Report.

SPECIAL BUISNESS

ITEM NO.:-01

SPLIT/SUB-DIVISION OF COMPANY'S 1(ONE) EQUITY SHARE OF FACE VALUE OF RS.10/- (RUPEES TEN ONLY) EACH INTO 10 (TEN) EQUITY SHARES OF FACE VALUE OF RS.1/- (RUPEES ONE ONLY) EACH

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

"RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) equity share of the Company having a face value of Rs.10/- (Rupees Ten only) each fully paid up into 10 (Ten) equity shares having a face value of Rs.1/- (Rupees One Only) each fully paid up, with effect from the 'Record date' to be determined by the Board for this purpose."

"RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) equity share of the face value of Rs.10/- (Rupees Ten Only) each shall stand sub-divided into 10(Ten) equity shares having a face value of Rs.1/- (Rupee One Only) each existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs.10/- (Rupees One only) each of the Company. Accordingly, the existing Clause V of Memorandum of Association of the Company substituted with the following new Clause V:

V. The Authorised Share Capital of the Company is 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

"RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Committee of Directors and/or Chairman and Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the Sub-division of shares including execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO.:-02

INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and as may be applicable and in accordance with the provisions of the Articles of Association of the Company, and subject to such other approvals, consents, permissions, conditions and sanctions, as may be necessary from any other authority, consent of the Members’ of the Company be and is hereby accorded to the Board of Directors of the Company for increase in the Authorized Share Capital of the Company from 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 to Rs.11,50,00,000/- (Rupees Eleven Crore Fifty Lakh Only) divided into 11,50,00,000 (Eleven Crore Fifty Lakh) equity shares of Rs.1/- (Rupees One Only) each ranking pari passu in all respects with the existing equity shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 11,50,00,000/- [Rupees Eleven Crore Fifty Lakh Only] divided into 11,50,00,000 [Eleven Crore Fifty Lakh] Equity Shares of Rs.1/- [Rupees One Only] each

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (the ‘Board’), be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or incidental or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO.:-03

ISSUE OF BONUS SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 the Companies (Share Capital and Debentures) Rules, 2014, as amended, Foreign Exchange Management Act, 1999, as amended, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Reserve Bank of India (‘RBI’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such approvals, consents, permissions and/ or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the ‘concerned authorities’) and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the concerned authorities from time to time in granting, any such approvals, consents, permissions or sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for capitalization of such sum standing to the credit of Free Reserves, and/or the Securities Premium account, or such other account(s) as may be considered necessary by the Board for the purpose of issuance and allotment of Bonus Shares of Rs.1/- (Rupees One Only) each of the Company, to the holders of the existing equity shares of the Company post subdivision, in the proportion of [10:100] i.e 10 (Ten) equity share for every 100 (One Hundred) existing equity share held by the Members of the Company whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depository as on the Record Date to be determined by the Board and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.”

“RESOLVED FURTHER THAT all such new equity shares as and when issued shall rank pari passu and carry the same rights with the existing equity shares of the Company in all respects;”

“RESOLVED FURTHER THAT in case of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Members

“RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the bonus equity shares and Share certificate(s) in respect of the bonus equity shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, or for Members who holds shares in dematerialized form, the bonus equity shares shall be credited to the demat account of the respective allottees, as the case may be. And in case of allottees who hold equity shares in physical form, the share certificate(s) in respect of the equity Bonus shares will be dispatched within such time as prescribed by law and the relevant authorities”

“RESOLVED FURTHER THAT the allotment of equity bonus shares to the extent that they relate to non- resident [including Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors] Members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus equity shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, rules, regulations and guidelines.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental in regard to issue of bonus shares, including but not limited, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO.:-04

ALTERATION/INSERTION OF NEW PARAGRAPH TO THE MAIN OBJECT OF THE COMPANY AND CONSEQUENT AMENDMENT TO CLAUSE III OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution and is hereby accorded to insert the following under clause III of the Memorandum of Association of Company:

“To carry on the business in India or any part of the world to manufacture, develop, import, export, buy, sell, distribute, transfer, lease, hire, license, use, dispose off, operate, assemble, record, maintain, convert, improve, procure, install, alter, modify all kinds of software, hardware, and to provide Information Technology enabled services like medical transcription, medical billing & coding, insurance billing, legal transcription, G.I.S mapping, call center, back office support, Ecommerce, web content, Data entry, software marketing, data conversion, data scanning, data processing, web research, software development, running BPO centers, cyber cafe, M.T. (Medical Transcription), I.T. enabled services, FMC (Facility Management Centre), E Mail, E Commerce, Mobile Computing, Mobile E-Mail Services, Web Designing, Web hosting, call centers, WAP and to undertake the turnkey projects for the same on BOOM (Build, Own, Operate and Maintain) and BOLT (Built, Operate, Lease and Transfer) basis and/or similar new technology in this field and to provide programming services.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps, to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Gujarat.”

Date:-April 13th, 2022

Place:- Ahmedabad

**Sd/-
SHETAL SHAH
DIN: 02148909
MANAGING DIRECTOR**

NOTES:-

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution(s) as set out above is annexed hereunder and forms part of the Notice;
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard;
3. In accordance with the guidelines prescribed by the guidelines issued by the Ministry of Corporate Affairs ('MCA') for conducting postal ballot through e-Voting vide General Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs ('MCA Circulars' or 'General Circulars') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this Postal Ballot Notice ("Notice") along with explanatory statement and e-Voting instructions is being sent only through electronic mode to all those Shareholders whose e-mail addresses are registered with the Company's Registrar and Transfer Agents, Bigshare Services Private Limited ("RTA")/ Depository(s) as on Friday, April 8, 2022 ("cut-off date"). The copy of the Notice will also be available on Company's website at www.sawacabusiness.com, www.evotingindia.com (agency providing e-Voting facility) and www.bseindia.com (where company is listed)("Websites");
4. The e-Voting period commences on Monday, April 18, 2022 (09:00 a.m. IST) and ends on Tuesday, May 17, 2022 (05:00 p.m. IST). During this period, Shareholders holding shares either in physical form or in dematerialized form, as on Cut-off date, may cast their vote electronically;
5. In compliance with the terms of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal ballot and accordingly, the Shareholders are required to communicate their assent or dissent through e-Voting system only;
6. Voting rights shall be reckoned in proportion to the equity shares held by the Shareholders in the paid-up equity share capital of the Company as on the closure of business hours of the cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only;
7. Mr. Mukesh H Shah (FCS:-5827), Proprietor, M/s. Mukesh H. Shah & Co., Practicing Company Secretaries (CoP No.:2213) has been appointed to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in accordance with the law and in a fair and transparent manner;
8. The result of the postal ballot will be announced within two working days of conclusion of the e-Voting. The result declared along with the Scrutinizer's Report would be displayed on the Websites;
9. The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date of e Voting i.e., on Tuesday, May 17, 2022;
10. Shareholders who have not yet registered their e-mail addresses are requested to register the same with their Depository Participant ("DP") in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode;
11. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper having wide circulation in Ahmedabad and at least 1(one) Gujarati newspaper having wide circulation in Ahmedabad, where the registered office of the Company is situated;
12. **INSTRUCTIONS FOR E-VOTING:**
 - i) In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Central Depository Services (India) Ltd (CDSL). Instructions on e-voting are enumerated as part of the Notice.
 - ii) The e-Voting period commences on Monday, April 18, 2022 (09.00 a.m. IST) and ends on Tuesday, May 17, 2022

(05.00 p.m. IST). During this period, Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.

- iii) Login method for e-Voting for Individual Shareholders holding securities in Demat mode through Central Securities Depositories Limited (“CDSL”)/National Securities Depositories Limited (“NSDL”) is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 3. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period. 4. If the user is 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. 5. 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 mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Members’ section. 6. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 7. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.
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Important note: Shareholders 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., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders 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

iv) Login method for e-Voting for Shareholders holding securities in physical mode and Shareholders other than individual Shareholders holding securities in Demat form.

- a. The Shareholders should log on to the e-Voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. Now enter your User ID
 - i For CDSL: 16 digits beneficiary ID,
 - ii For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login;
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used;
- f. If you are a first-time user follow the steps given below:

	For Shareholders holding securities in physical mode and other than individual Shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric “PAN” issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field.

- g. After entering these details appropriately, click on “SUBMIT” tab;
- h. Shareholders holding shares in physical mode will then directly reach the Company selection screen.

However, Shareholders holding shares in demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;

- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- j. Click on the **EVSN 220413005** for Sawaca Business Machines Limited on which you choose to vote;
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;
- m. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote;
- o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page;
- p. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system;
- q. **Additional Facility for Non – Individual Shareholders and Custodians –For e-Voting**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sawaca.business@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- v) **Process For Those Shareholders Whose Email/Mobile No. Are Not Registered With The Company/ Depositories.**
 - a. For Physical Shareholders- please provide necessary details like Folio No., Name of Shareholders, 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 sawaca.business@yahoo.com .
 - b. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - c. For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Item No. 1

The equity shares of your Company are listed and actively traded on the Bombay Stock Exchange Limited.

With a view to improve liquidity on the exchange platform, the Board of Directors ("Board"), at its meeting held on April 13, 2022, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions, sanctions had approved and recommended to sub-division of its One Equity Share of Rs.10/- each into One Equity Share of Rs.1/- each.

The Record Date for the aforesaid sub-division of equity shares shall be Fixed by the Board after the approval of the shareholders is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and the investors, therefore the Board at its meeting held on 13th April, 2022, approved the aforesaid sub-division, subject to requisite approval of the shareholders. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item no. 1.

The Board, therefore, recommends resolutions set out under business item no. 1 for approval of the shareholders by way of Ordinary Resolutions

Item No. 2

The current Authorised Share Capital of the Company is 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 Board of Directors of the company in its meeting held on 13th April, 2022 have recommended to issue bonus shares at the ratio of 10:100 [i.e. 10 (Ten) fully paid up equity shares for every 100 (One Hundred) equity shares held, subject to approval of members of the Company. Accordingly, pursuant to the said issuance of bonus shares as set out in Item No. 3 would require increase in the authorized share capital of the Company and the revised authorized share capital of your Company will be Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lakhs only) divided into 11,50,00,000 (Eleven Crore Fifty Lakhs) Equity Shares of Rs. 1/- (Rupees One only) each.

Further, in view of increased Authorised share capital it is also necessary to amend clause V of the Memorandum of Association to increase the Authorised Share Capital. As per the provisions of sections 13 & 61 of the companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company by way of passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item no. 2.

The Board, therefore, recommends resolutions set out under business item no. 2 for approval of the shareholders by way of Ordinary Resolutions

Item No. 3

As a goodwill gesture and with a view to improve liquidity on the exchange platform, the Board of Directors ("Board"), at its meeting held on April 13, 2022, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions, sanctions had approved and recommended to and capitalize to the extent of Rs.1,04,00,900/- (Rupees One Crore Four Lakhs Nine Hundred Only) or such other amount from and out of the Free/General Reserve as per the Financial Statements of the Company for the period ended on March 31, 2021, from issue and allotment of bonus shares in the ratio of 10 (Ten) new equity shares of Rs.1/- (Rupees One Only) each for every 100 (One Hundred) existing equity shares of Rs.1 /- (Rupees One only) each of the Company held by the existing Shareholders as on the 'Record Date' to be determined by the Board.

Articles of Association of the Company permits that, the Company, in General Meeting, may upon recommendation of the Board, approve, capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts 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 Shareholders as fully paid up bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to applicable statutory and regulatory approvals, if any, the issue of bonus shares of the Company requires the approval of the Shareholders of the Company. Accordingly, approval of the Shareholders of the Company is hereby sought by way of ordinary resolution as set out in this Postal Ballot Notice.

The bonus shares are proposed to be issued to the Shareholders of the Company, whose names appear in the Register of Shareholders of the Company as on the 'Record Date', to be determined by the Board of Directors thereof for the purpose of issue

of bonus shares, in the ratio of 10(Ten) new bonus shares of Rs.1/- each for every 100 (One Hundred) fully paid-up equity share of face value of Rs.1/- each (10:100) held by them as on the Record Date.

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in ail respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation m the said Bonus Shares. Instead, Share Certificates will be dispatched to the Shareholder who holds the existing shares in physical form and the respective beneficiary accounts will be credited far the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized} electronic form, within the prescribed period.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Postal Ballot Notice, except to the extent of their shareholding, if any, in the Company as on the record date.

The Board, therefore, recommends resolutions set out under business item no. 3 for approval of the shareholders by way of Ordinary Resolutions.

Item No. 4

The Memorandum of Association of the Company was drafted in 1994. The present Main Object clause authorise the Company, ti carry on the business of inter alia of trading and deal in business related to trading of all classes, kinds, types, nature and description of all merchandise goods, articles but without limiting the generality Foods, Glass and Agro based items, Chemicals, Fertilisers, Textile, Fabrics, Yarn, Fashion Garments, Steel, Iron, Ferrous and Non ferrous metals, Scraps, Sanitary wares, Earthen wares, Electrical and Electronic items, Pharmaceutical, Consumer Durables, Plants, Machinery & Equipments, Instruments, Appliances, Components, Parts, and accessories thereof. In order to widened scope of activities and to attain its main purpose or object by new and improved means and in view of the ever increasing competition, lower/moderate margins, the Company may need to diversify its business to sustain its growth with improved margins.

Hence, it is desirable that the Main Object clause i.e. the clause "III" of the Memorandum of Association of the Company be amended, to include the objects the Company desire to carry out for the future growth. The objects that the Company may desire to carryout in future are as set out in the resolution to be included under clause "III" of the Memorandum Association of the Company. Pursuant to the provision of the Companies Act, 2013, approval of the members is required for amending the Main Object clause III under the Memorandum of Association of the Company

Further, in view to amend clause III of the Memorandum of Association to include the object. As per the provisions of sections 13 of the companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for amendment clause III of the Memorandum of Association of the Company by way of passing a Special Resolution

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item no. 4.

The Board, therefore, recommends resolutions set out under business item no. 4 for approval of the shareholders by way of Special Resolutions

Date:-April 13th, 2022

Place:- Ahmedabad

**By Order of Board of Directors
FOR, SAWACA BUSINESS MACHINES LIMITED**

**Sd/-
SHETAL SHAH
DIN: 02148909
MANAGING DIRECTOR**