

SAWACA BUSINESS MACHINES LIMITED

CIN: L65910GJ1994PLC023926

Regd. Office: 45, Chinubhai Tower, Opp. Handloom House, Ashram Road, Ahmedabad-380009, Gujarat.

Phone No. 079-26587363

Website: www.sawacabusiness.com E-mail Id: sawacabusiness@yahoo.com

NOTICE OF POSTAL BALLOT

(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 pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) to the members of Sawaca Business Machines Limited (hereinafter referred to as 'the Company') to seek their approval by way of Postal Ballot/electronic voting (e-voting) to consider and approve:

1. Approval for increase in limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments and Guarantees and Security in connection with loan(s) up to Rs. 50 Crore.

The explanatory statement pertaining to the appended resolution setting out the material facts & the reasons thereof is annexed hereto along with Postal Ballot Form for your consideration. The Board of Directors of the Company at its meeting held on August 12, 2016, has appointed Mr. Mukesh H. Shah Proprietor of M/s. Mukesh H. Shah & Co., Company Secretaries, Ahmedabad as the Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in accordance with law in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) as agency in respect of remote e-voting for the postal ballot.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company, in compliance with Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members (whether holding shares in physical or dematerialised form) with the facility to exercise their right to vote on the matter as set out in the Postal Ballot Notice by electronic means. The e-voting services are provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on Thursday, September 08, 2016 (10.00 a.m. IST) and ends on Friday, October 07, 2016 (5.00 p.m. IST). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. It is pertinent to note that the member(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid. After you vote, the vote cannot be changed subsequently.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the enclosed postage prepaid, self-addressed, business reply envelope, to reach the Scrutinizer on or before the close of working hours (5.00 p.m. IST) on Friday, October 07, 2016. Please note that any Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received. Members who have not received Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence by, any other Director or such person authorized by him, on Monday, October 10, 2016 at 12.00 a.m. IST at the Registered Office of the Company at 45, Chinubhai Tower, Opp. Handloom House, Ashram Road, Ahmedabad-380009, Gujarat, India. The results of the Postal Ballot, along with the Scrutinizer's report would also be displayed at the Registered Office, and also be posted on the Company's website: www.sawacabusiness.com and Central Depository Services (India) Limited (CDSL) website i.e. www.evotingindia.com besides communicating to the Stock Exchanges where the Company's shares are listed and Depository. The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of the said resolution.

Members requiring any clarifications on e-voting may contact Central Depository Services (India) Limited (CDSL) on toll free number 18002005533 or by email helpdesk.evoting@cdslindia.com

Resolution :

ITEM NO. 1:

Approval to Increase in limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments and Guarantees and Security in connection with loan(s) upto Rs. 50 Crore.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), and other applicable provisions, if any, of the Act as amended and the rules made thereunder, including any statutory modifications or

re-enactments thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution) to (i) give any loan(s) and/or (ii) give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and / or (iii) make investments by way of subscription, purchase or otherwise of shares, debentures and/or any other securities, of any other body corporate(s), whether Indian or overseas, which the Board may, in their absolute discretion, deem beneficial and in the interest of the Company, in one or more tranches, provided that the aggregate amount of loans, guarantees, securities granted and investments made in securities by the Company shall not at any time exceed the limit of INR 50 Crore (Rupees Fifty Crore only).

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to negotiate and finalize the terms and conditions from time to time and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient and to exercise all the rights and powers, as deem necessary, proper and desirable, including to settle any question, difficulty or doubt that may arise in respect of such loan(s), investment(s), guarantee(s) or security(ies) made or given by the Company (as the case may be)".

**By Order of the Board
For Sawaca Business Machines Limited**

**Shetal Shah
Chairman & Managing Director
DIN : 02148909**

Place : Ahmedabad
Date : August 12, 2016

Registered office:
45, Chinubhai Tower,
Opp. Handloom House,
Ashram Road,
Ahmedabad-380009,
Gujarat, India.
CIN: L65910GJ1994PLC023926

NOTES:

- The Statement pursuant to Section 102 of the Act, setting out all material facts and reasons for proposed special resolution is appended to the Notice.
- The Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members / Beneficial owners as received from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on Friday, August 26, 2016. Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The Postal Ballot is being sent to members in electronic form to the email addresses registered with the Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed business reply envelope. The Postal Ballot Notice will also be sent to the Stock Exchanges, Directors, Auditors, Depositories, Secretarial Auditors of the Company.
- The Postal Ballot Notice also has been placed on Company's website: www.sawacabusiness.com and Central Depository Services (India) Limited (CDSL) website: www.evotingindia.com and will remain on such website(s) until the last date of receipt of the Postal Ballot Forms from the members.
- The details of dispatch of Notice will be announced through advertisement in newspapers.
- The voting rights of members shall be in proportion to their share in the paid up equity share capital of the Company as on Friday, August 26, 2016.
- The postage will be borne and paid by the Company. However envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched, to the Scrutinizer.
- Resolution passed by the members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the members.
- The Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The members who has received the Postal Ballot Form electronically and wish to vote the Physical Ballot Form, may seek the duplicate Postal Ballot Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evotingindia.com or from the 'Investors' section on the Company's website www.sawacabusiness.com.
- Mr. Mukesh H. Shah Proprietor of M/s. Mukesh H. Shah & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- A member cannot exercise his vote by proxy on Postal Ballot.

• **Voting through electronic means**

In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and Rules made thereunder and Regulation 44 of SEBI Listing Regulations the Company is pleased to provide facility to the members to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instructions for e-voting are as follows:

- (i) The remote e-voting period begins on Thursday, September 08, 2016 (10:00 AM) and ends on Friday, October 07, 2016 (5:00 PM). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 26, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. For Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form 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 holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'SAWACA BUSINESS MACHINES LIMITED' for which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Relevant documents referred in the Notice are open for inspection by the members at the Registered Office of the Company on all working days between 10.00 a.m. IST to 5.00 p.m. IST up to the last date of receipt of Postal Ballot Forms, i.e., Friday, October 07, 2016.

APPEAL TO SHAREHOLDERS

The Company would like to appeal and encourage its Shareholders to hold their shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat/Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat mode. The detailed procedure of Dematerialization of Shares is also given on the website of the Company under Investor Relations Section. The Shareholders may also get in touch with M/s Bigshare services Private Limited at Website: www.bigshareonline.com our Registrar and Share Transfer Agent or the Company Secretary at investor.grievance.sawaca@gmail.com. The Company also appeals and requests the Shareholders to opt for Electronic Clearing System (ECS) facility for receiving of Dividends.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 1

As per Section 186 of the Companies Act, 2013, the Board of Directors of any Company can invest/ give loans/guarantees or provide security upto (i) 60% of its paid up share capital, free reserves and securities premium account or (ii) 100% of its free reserves and securities premium account, whichever is higher (prescribed limits). Investment / loan / guarantee / security beyond the prescribed limits, would require the approval / consent of the members by way of special resolution. The Company may have to make inter corporate investments, loans, guarantees or security in connection with a loan and hence, it deems appropriate to increase the limit upto Rs. 50 crore (Rupees Fifty Crore Only).

Hence, it is proposed to authorise the Board of Directors of the Company to provide inter-corporate loans, investments, guarantees or security in connection with loan(s) up to Rs. 50 crore.

The Resolution as set out in Item No.1 of the Notice is placed for the approval of the members by way of Postal Ballot.

Your Directors recommend the approval of proposed resolution by way of a Special Resolution.

None of the Directors, managers and key managerial personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the Special Resolution mentioned at Item No. 1 of the Notice except to the extent of their shareholding in the Company.

**By Order of the Board
For Sawaca Business Machines Limited**

**Shetal Shah
Chairman & Managing Director
DIN : 02148909**

Place : Ahmedabad
Date : August 12, 2016

Registered office:
45, Chinubhai Tower,
Opp. Handloom House,
Ashram Road,
Ahmedabad-380009,
Gujarat, India.
CIN: L65910GJ1994PLC023926

Encl.:

- 1) Postal Ballot Form
- 2) Self addressed postage pre-paid Business Reply envelope.

SAWACA BUSINESS MACHINES LIMITED

CIN: L65910GJ1994PLC023926

Regd. Office: 45, Chinubhai Tower, Opp. Handloom House,
Ashram Road, Ahmedabad-380009, Gujarat.
Phone No. 079-26587363

Website: www.sawacabusiness.com E-mail Id: sawacabusiness@yahoo.com

POSTAL BALLOT FORM

Sr. No.

Last Date : 07/10/2016, 5.00 P.M.

1.	Name(s) of Member(s)/Beneficial Owner(s) (in block letters)(including joint holders, if any)	:	
2.	Registered address of the sole/first named Member(s)/Beneficial Owner(s)	:	
3.	Registered folio No./DP ID No. & Client ID No*. (*Applicable to investors holding shares in Dematerialized form)	:	
4.	Number of Shares held	:	

I/We hereby exercise my / our vote in respect of the Special resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot issued by the Company dated August 12, 2016 by sending my/our assent or dissent to the said Resolution by placing the tick mark (v) at the appropriate box below:

Item No.	Description of Resolution	No. of Equity Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Approval for Increase in limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments and Guarantees and Security in connection with loan(s) up to Rs.50 Crore.			

Place :

Date :

(Signature of the Shareholder/Beneficial Owner)

Following particulars to be used only in case shareholder opts for e-voting

Details of e-voting

EVSN (Electronic Voting Sequence Number)	USER ID	*Default PAN/PASSWORD
160822058		

*1. Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Notes :

1. If the voting rights are exercised Electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

INSTRUCTIONS

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process. The members can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through e-voting will prevail and voting done through Physical Ballot will be treated as invalid.

Voting in Physical form:

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached postage prepaid self-addressed business reply envelope. However, envelopes containing postal ballots, if sent by Courier/Registered Post at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (v) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on Friday, August 26, 2016.
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form defaced, torn, mutilated, overwritten will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the scrutinizer not later than the close of working hours on Friday, October 07, 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairman of the Company and/or in his absence, by any other Director or such person authorized by him, on Monday, October 10, 2016, at 12.00 a.m. IST at the Registered Office of the Company at 45, Chinubhai Tower, Opp. Handloom House, Ashram Road, Ahmedabad-380009, Gujarat, India.
10. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Power of Attorney, Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their Member details and assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. There will be one Postal Ballot for every Folio/Client ID.
16. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.

Postage
will be
paid by the
addressee

BUSINESS REPLY ENVELOPE

No Postage
Stamp
necessary if
posted
in India

BR PERMIT NO.: MH/BYNE/BR/283/2016-17
Sakinaka Post Office, Mumbai 400 072

To,
Mukesh H. Shah, Practicing Company Secretary
C/o. M/s Mukesh H. Shah & Co.
(Scrutinizer for Postal Ballot)
Bigshare Services Pvt. Ltd.
Unit : Sawaca business Machines Limited.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai – 400072.