

SAWACA BUSINESS MACHINES LIMITED

Regd. Office :- 45, CHINUBHAI TOWER, OPP. HANDLOOM HOUSE, ASHRAM ROAD,
AHMEDABAD-380009, GUJARAT, INDIA.

Tel:- (079)-26587363 Website: www.sawacabusiness.com

CIN: L65910GJ1994PLC023926

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting ("AGM") of the Members of SAWACA BUSINESS MACHINES LIMITED will be held on Friday, September 30, 2016 at 12:00 Noon at Shree Balaji Agora mall, 200 ft S. P. Ring Road, Between Tapovan & Bhat Circle, Motera, Ahmedabad-382424, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2016 comprising of the Balance Sheet as at March 31, 2016, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Shetal Shah [DIN: 02148909] who retires by rotation and being eligible, offers him-self for re- appointment.
3. To ratify the appointment of Statutory Auditors, M/s. Marmik G. Shah & Associates (Firm registration No.135024W), Chartered Accountants, Ahmedabad and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of section 139(9), 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Marmik G. Shah & Associates, Chartered Accountants of Ahmedabad [Firm Registration No. 135024W], approved in the 21st Annual General Meeting (AGM) until the conclusion of 26th Annual General Meeting (AGM), which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual general Meeting at such remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

4. To Appoint Mr. Vishal Shah (DIN: 02148899) as a Director on the Board of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vishal Shah (DIN: 02148899), who was appointed as an Additional Non-Executive Director of the Company with effect from February 26, 2016 on the Board of the Company and who holds office up to the date of the Annual General Meeting, and in respect of whom a notice has been received under Section 160 of the Act from a member in writing along with requisite deposit proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Shetal Shah, Managing Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

5. To Appoint Mr. Vijay C. Shah (DIN: 07445515) as an Independent Director on the Board of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vijay C. Shah (DIN: 07445515), who was appointed as an Additional Non-Executive and Independent Director of the Company with effect from February 26, 2016 on

the Board of the Company and who holds office up to the date of the Annual General Meeting, and in respect of whom a notice has been received under Section 160 of the Act from a member in writing along with requisite deposit proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Vijay C. Shah (DIN: 07445515), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director not liable to retire by rotation and to hold office for 5 [five] consecutive years for a term upto 27th Annual General Meeting.

“**RESOLVED FURTHER THAT** Mr. Shetal Shah, Managing Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

6. To ratify / approve the related party transactions of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for ratification / approval of material contracts / arrangements entered into by the Company with Related Party as defined under Section 2(76) of the Companies Act, 2013, and as set out in the explanatory statement annexed to the Notice.”

7. To maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.

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

“**RESOLVED THAT** pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with Rule 5(2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office of the Company's Registrar and Share Transfer Agent viz., **M/s. Bigshare Services Private Limited** having its office at A-802 Samudra Complex, Near Klassic Gold Hotel, Off. C G Road, Ahmedabad-380009, or at such other place as the Board may from time to time decide instead of and/ or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.”

“**RESOLVED FURTHER THAT** Mr. Shetal Shah, Managing Director of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

PLACE : AHMEDABAD.
DATE : 12.08.2016

By Order of the Board
For, SAWACA BUSINESS MACHINES LIMITED

[SHETAL SHAH]
DIN: 02148909
Managing Director

Regd. Office :- 45, CHINUBHAI TOWER,
OPP. HANDLOOM HOUSE,
ASHRAM ROAD,
AHMEDABAD-380009, GUJARAT,
INDIA.
Tel:- (079)-26587363
Website: www.sawacabusiness.com
CIN: L65910GJ1994PLC023926

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD BRING THEIR DULY FILLED ATTENDANCE SLIP ATTACHED HEREWITH TO ATTEND THE MEETING.
A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate certified copy of the Board resolution/authority, as applicable.
3. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. A Member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his/her proxy unless such other person is also a member of the Company.
5. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of the Annual Report would be made available at the AGM.
6. The brief profile of the Directors proposed to be appointed / re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the section "Report on Corporate Governance" forming part of this Annual Report.
7. The Register of Members and the Share Transfer Register of the Company will remain closed from 26.09.2016 to 30.09.2016(both days inclusive).
8. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours up to and including the date of the AGM.
9. The shares of the Company are at present listed with BSE Limited. The listing fee for the financial year 2016-2017 has been paid to BSE Limited before the due date.
10. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in the prescribed Form No. SH-13 and for cancellation / variation in nomination in the prescribed Form No. SH-14 to the Registrar and Transfer Agent of the Company i.e. M/s Bigshare Services Private Limited.
11. The Notice of Twenty Second AGM along with the Annual Report for the financial year 2015-16 will be sent electronically indicating the process and manner of remote e-voting to the Members whose e-mail addresses are registered with the Depository Participants /Company. The physical copy of the Notice of Twenty Second AGM along with the Annual Report for the financial year 2015-16 will be sent through permitted mode to those Members whose e-mail addresses are not registered with the Depository Participants/Company indicating the process and manner of remote evoting.
The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2016, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company. The Notice along with the Annual Report will also be available on the Company's website www.sawacabusiness.com
Further, the Members who have not registered their e-mail address so far are requested to register the same for receiving all communications including Notices, circulars, Annual Reports etc. from the Company electronically.
12. Members whose shareholding is in physical form are requested to inform change in address or bank mandate to the Registrar and Transfer Agent i.e. M/s. Bigshare Services Private Limited or the Company Secretary of the Company by a written request duly signed by the Member for receiving all communication in future.
13. Members desiring any information relating to the accounts are requested to write to the Company at least ten days before the AGM so as to enable the management to keep the information available at the AGM.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore,

requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Transfer Agent i.e. M/s. Bigshare Services Private Limited or the Company Secretary of the Company.

15. Voting through electronic means (EVSN 160906047) :

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the Twenty Second AGM by electronic means ("e-voting") and business may be transacted through remote e-voting (e-voting from a place other than venue of the AGM,) services provided by Central Depository Services (India) Limited (CDSL) for the resolutions set forth in this Notice. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instructions for remote e -voting given below :

Instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Tuesday, September 27, 2016 (09:00 AM) and ends on Thursday, September 29, 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, September 23, 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 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.

Contact Details:

Mr. Wenceslaus Furtado, Deputy Manager, CDSL

17th Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001

Email: wenceslausf@cdslindia.com / Tel: 022-22723333/ 8588

- 16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 23, 2016.
- 17. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e Friday, September 23, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- 18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 19. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

20. M/s Mukesh H. Shah & Co., has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting by Ballot Paper and remote e-voting process in a fair and transparent manner.
21. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote voting facility.
22. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit within the stipulated time, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results shall be declared on or after the AGM of the Company by the Chairman of the Company or a person authorized by him in writing, within stipulated time, as per the Scrutinizer's Report submitted to him. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sawacanusiness.com, notice board of the Company and on the website of CDSL. The results shall immediately be forwarded to the BSE Limited.
24. The route map showing directions to reach the venue of the Twenty Second AGM is attached at the end of the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO. 4 :**

The Board of Directors at their meeting held on February 26, 2016 has appointed Mr. Vishal Shah as an Additional Non-Executive and Non- Independent Director of the Company w.e.f February 26, 2016. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") and rules thereunder, he holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member pursuant to Section 160 of the Act proposing his candidature for the office of Director of the Company along with the deposit of requisite amount.

The Brief Profile of Mr. Vishal Shah is as under:

Mr. Vishal Shah, aged about 39 years, holds Master of Business Administration (Marketing) from Gujarat University, Ahmedabad. He has 17 years of experience in Industry, He has handled various functions during his tenure including International and India Sales, Business Development, Supply Chain Management, among others. he joined the company to share his vision and experience. He leads the team at Sawaca and looks after marketing of Projects. His outspoken skills and dynamic skills will benefit the company in all ways.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, brief profile and other details of Mr. Vishal Shah proposed to be appointed as a Director of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The Board considers that the appointment of Mr. Vishal Shah as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office will be liable to retire by rotation.

Mr. Vishal Shah Director and Mr. Shetal Shah Managing Director and Mr. Satish R. Shah CFO of the Company are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except as mentioned above.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

ITEM NO. 5 :

The Board of Directors at their meeting held on February 26, 2016 has appointed Mr. Vijay Shah as an Additional Non-Executive & Independent Director of the Company w.e.f February 26, 2016. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") and rules thereunder, he holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member pursuant to Section 160 of the Act proposing his candidature for the office of Director of the Company along with the deposit of requisite amount.

The Brief Profile of Mr. Vijay Shah is as under:

Mr. Vijay Shah, aged about 50 years, holds Bachelor of Commerce from Gujarat University, Ahmedabad. He has 27 years of experience in Industry, He has handled various functions during his tenure including International and India Sales,

Business Development, Supply Chain Management, among others. he joined the company to share his vision and experience. He leads the team at Sawaca and looks after marketing of Projects. His outspoken skills and dynamic skills will benefit the company in all ways.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, brief profile and other details of Mr. Vijay Shah proposed to be appointed as a Director of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The Board considers that the appointment of Mr. Vijay Shah as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office will not liable to retire by rotation.

Except Mr. Vijay Shah to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

ITEM NO. 6 :

The Company has entered into following Related party transaction with the Related Party during the year under review:

Name of Related Party	Veedee Enterprise	Mr. Satish Shah
Nature of relationship	Director	Chief Financial Officer
Nature of transaction	Purchase of Goods	Rent
Amount of Transaction during the year (Rupees in Lacs)	72.85	Rs. 2.25 (including Rs. 0.45 advance)
Are the transactions in the ordinary course of business	Yes	Yes
Are the transactions on an arm's length basis	Yes	Yes
Related parties interested, if any	Mr. Vishal S. Shah, Director	Mr. Satish Shah

Pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other approvals, consent of the members through general meeting is required for the ratification / approval of the material contracts / arrangements as stated above entered into by the Company with related party.

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Mr. Vishal Shah Director and Mr. Shetal Shah Managing Director and Mr. Satish R. Shah CFO of the Company are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice except as mentioned above.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

ITEM NO. 7 :

As per Section 88 of the Companies Act, 2013 ('Act') the following registers are required to be kept and maintained by a company:

- (i) Register of Members;
- (ii) Register of debenture holders; and
- (iii) Register of any other security holders.

As per provisions of Section 94(1) and other applicable provisions of the Act, the aforementioned registers maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed special resolution in advance.

Company's Registrar and Share Transfer Agent M/s. Bigshare Services Pvt. Ltd., having its office at A-802 Samudra Complex, Near Klassic Gold Hotel, Off. C. G. Road, Ahmedabad-380009, Gujarat, INDIA is providing services for the shares held in electronic mode and also acting as the Share Transfer Agent for the shares held in physical mode.

Hence, the approval of the members is sought in terms of Section 94(1) of the Act for keeping all or any of the aforementioned registers and returns at the office of M/s. Bigshare Services Pvt. Ltd., having its office at A-802 Samudra Complex, Near Klassic Gold Hotel, Off. C. G. Road, Ahmedabad-380009, Gujarat or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company. The Company affirms that more than one-tenth of its members reside in and around Ahmedabad i.e. the place at which the registers and returns are proposed to be kept and maintained.

A copy of the proposed special resolution set out at Item No. 7 will be delivered to the concerned Registrar of Companies in advance.

The Board of Directors recommends the said resolution for your approval as Special Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in this resolution.

PLACE : AHMEDABAD.

DATE : 12.08.2016

**By Order of the Board
For, SAWACA BUSINESS MACHINES LIMITED**

**[SHETAL SHAH]
DIN: 02148909
Managing Director**

Regd. Office :- 45, CHINUBHAI TOWER,
OPP. HANDLOOM HOUSE,
ASHRAM ROAD,
AHMEDABAD-380009, GUJARAT,
INDIA.
Tel:- (079)-26587363
Website: www.sawacabusiness.com
CIN: L65910GJ1994PLC023926

ATTENDANCE SLIP

Only Members or the Proxies will be allowed to attend the meeting

SAWACA BUSINESS MACHINES LIMITED

Registered Office: 45, Chinubhai Tower, Opp. Handloom House, Ashram Road, Ahmedabad-380009, India.

Tel : +91-79-26587363 Website : www.sawacabusiness.com Email: sawacabusiness@yahoo.com

CIN : L65910GJ1994PLC023926

Regd. Folio		DP ID*	
No. of Shares held		Client ID*	
Name and Address of the Member			
Name of the Proxy			

*Applicable for Members holding shares in dematerialized form.

I/We hereby record my/our presence at the Twenty Second Annual General Meeting of SAWACA BUSINESS MACHINES LIMITED ("the Company") held on Friday, September 30, 2016 at 12:00 Noon at Shree Balaji Agora mall, 200 ft S. P. Ring Road, Between Tapovan & Bhat Circle, Motera, Ahmedabad-382424, Gujarat and/or any adjournment thereof.

Signature of Member(s)/ Proxy

Note:

1. Member(s) attending the meeting in person or through proxy are requested to complete the Attendance Slip and hand it over at the attendance verification counter at the entrance of Meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. Member(s)/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

Remote E-Voting Information

The electronic voting particulars are set out below:

EVSN (E-Voting Sequence Number)	* Default Sequence Number
160906047	

* Members who have not updated their PAN with the Company/ Depository Participant shall use Default Sequence Number in the PAN Field.

Other Members should use their PAN.

Please refer Notice for instructions on remote e -voting.

Remote e-voting facility is available during the following voting period

Commencement of e-voting	End of E-voting
Tuesday, September 27, 2016 (09:00 AM)	Thursday, September 29, 2016 (05:00 PM)

PROXY FORM

FORM NO. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SAWACA BUSINESS MACHINES LIMITED

Registered Office: 45, Chinubhai Tower, Opp. Handloom House, Ashram Road, Ahmedabad-380009, India.

Tel : +91-79-26587363 Website : www.sawacabusiness.com Email: sawacabusiness@yahoo.com

CIN : L65910GJ1994PLC023926

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID.	

I/We, being the Member(s) of _____, shares of the above named company, hereby appoint

1. Name: _____
Address: _____

Email ID: _____ Signature: _____, or failing him/her

2. Name: _____
Address: _____

Email ID: _____ Signature: _____, or failing him/her

3. Name: _____
Address: _____

Email ID: _____ Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of SAWACA BUSINESS MACHINES LIMITED ("the Company"), to be held on Friday, September 30, 2016 at 12:00 Noon at Shree Balaji Agora mall, 200 ft S. P. Ring Road, Between Tapovan & Bhat Circle, Motera, Ahmedabad-382424, Gujarat and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2016 comprising of the Balance Sheet as at March 31, 2016, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Shetal Shah [DIN: 02148909] who retires by rotation and being eligible, offers himself for re- appointment.
3. To ratify the appointment of Statutory Auditors, M/s. Marmik G. Shah & Associates (Firm registration No.135024W), Chartered Accountants, Ahmedabad and to fix their remuneration.
4. To Appoint Mr. Vishal Shah (DIN: 02148899) as a Director on the Board of the Company.
5. To Appoint Mr. Vijay C. Shah (DIN: 07445515) as a Independent Director on the Board of the Company.
6. To ratify / approve the material related party transactions of the Company.
7. To maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.

Signed this _____ day of _____ 2016.

Signature of Proxy holder(s)

Affix
Revenue
Stamp
Signature
of
Member

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Twenty First Annual General Meeting.
2. For the detailed Resolutions and Explanatory Statement, please refer to the Notice of the Twenty Second Annual General Meeting.

ROUTE MAP TO THE VENUE OF THE AGM

