

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the “Act”), read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable Laws, Rules & Regulations, if any, South West Pinnacle Exploration Limited (“the Company”) hereby seeks your approval by way of special resolutions through postal ballot in respect of the following special business(s).

The proposed resolution along with the explanatory statement setting out the material facts thereto is given hereunder. A Postal Ballot Form also annexed hereto for your action.

The Board of Directors of the Company (the “Board”) at its meeting held on 02nd November, 2018 has appointed M/s KKS & Associates (Prop. Mr. Krishna Kumar Singh), Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and on the Postal Ballot Form (annexed hereto) and follow the same for voting. Members to vote through physical mode i.e., dispatching the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the Form enclosed herewith and return the same duly completed and signed in the enclosed self-addressed pre-paid business reply envelope, so as to reach the Scrutinizer Mr. Krishna Kumar Singh on or before Wednesday, December 26, 2018, being the last date for receipt of Postal Ballot Forms. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

Special Business:

Item No. 1: Alteration of The Main Objects of Memorandum of Associations

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

“**RESOLVED THAT** pursuant to section 4 & 13 of the Companies act 2013 read with relevant rules of Companies (Incorporation) Rule, 2014, the consent of the members be and is hereby accorded to alter and amend object clause III (A) of the Memorandum of Association of the company by replacing existing clause no. 1 to 6 with following new clauses:

1. To carry on the businesses of providing:
 - I) Exploratory, production or any type of investigative or support drilling, geological & geophysical & engineering services for coal, minerals, ground water, geotechnical investigation, oil & natural resources, unconventional energy (coal bed methane, shale gas & oil, gas hydrates etc) or for any other resources.

- ii) Vertical, Inclined & horizontal direction drilling services for mineral, coal, unconventional energy, oil & gas and for cable, pipeline, utility laying, construction etc.
 - iii) Cable and Pipe laying & jointing for telecommunication, Gas & any other resources .
 - iv) Topographical, geological & geophysical services including but not limited to surface & subsurface surveys, Seismic Surveys for Coal, mineral & unconventional energy, oil & gas, and any kind of natural resources, report preparation based on topographical, drilling, geological geophysical, hydrogeological, mining & environment data, consultancy & planning, project management & monitoring, procurement, maintenance & engineering services for exploration & production of coal, minerals, ground water, geotechnical investigation, oil & natural gas, unconventional energy (coal bed methane, shale gas & oil, gas hydrates etc) or for any natural resources.
 - v) Consultancy services for statutory clearances from central, state & local authorities for prospecting & mining leases, forest & environmental clearances etc.
 - vi) Mining, excavation, quarrying, overburden & ore removal, transportation of overburden & mineral, carriage etc for and on behalf of central & state government, quasi-government, local authorities, private mine/ land owners, proprietors, corporates, lease & license holders.
2. To buy, take on lease or contract or under a license, contract license, grant or otherwise acquire mining rights of any land or other places in India or abroad and any interest thereon. To develop mines, turn into account the mined ores by method of crushing, winnowing, smelting, refining, dressing, metallurgical processing, amalgamation, manipulation and prepare to market the coal, minor & major minerals, ore, metal, mineral rock products, metal substance, natural oil & gas, unconventional energy.
 3. To provide management, consultancy, engineering, advisory, technical, liaisoning, business procurement services, technical know-how and to render such services as usually rendered by such advisors, consultants and agents and to enter into collaboration, joint venture, agency agreement, business procurement agreement for activities mentioned above in point no. 1 i), ii) & iii) and to do all businesses or any of the above business either severally or jointly with others and either by or through agents, sub-contractors or otherwise and to do all such things as are incidental or conducive to the attachment of the objects of the company.
 4. To import, export, purchase, sell, hire, lease, manufacture, repair assemble, supervise installation & commissioning or otherwise deal in all type of mining, drilling, geological & geophysical investigation machines, equipment, tools and implements, smelters, crushing machines, furnaces and other types of tools and machinery needed for attained of the objects of the company.
 5. To carry on business of generating, producing, processing, accumulating, distributing, transferring, preserving, mixing, supplying contracting, manufacturing as producer, importers, exporters, buyers, sellers, assemblers, hirers, repairers, dealers, distributors, stockists, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, collaborators, of merchandising, marketing, managing, renting, utilizing of electricity, steam, power, heat solar energy, wind energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy, and other conventional, non-conventional and renewable energy sources, waste treatment plants of all kinds, and equipments thereof including EPC contracting in India and outside India.
 6. To carry on the business of manufacturing, buying, selling, importing, exporting and dealing, reselling, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, exhibitors, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof in all type of goods, services and merchandise on retail as well as on wholesale basis in India or outside India.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things including filing of necessary e-forms along with other documents and papers as may be required to be annexed thereto, with Ministry of Corporate Affairs and take all such steps and actions as may be required and necessary to give effect to this resolution.”

**By order of the Board of Directors of
SOUTH WEST PINNACLE EXPLORATION LIMITED**

Date : November 2, 2018
Place : Gurugram

Vikas Jain
Chairman & Managing Director
DIN: 00049217

Corporate Identification Number
(CIN): **U13203HR2006PLC049480**

Registered Office: Siddhartha House, 4th floor, Plot No.6, Sector-44, Gurugram HR 122003
Email: investors@southwestpinnacle.com; Website: www.southwestpinnacle.com

NOTES:

1. Explanatory Statement pursuant to Section 102 Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. **In terms of Section 110 of Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot.**
3. The Company has appointed Mr. Krishna Kumar Singh (CP No.-9760), of M/s KKS & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 16th Day of the November, 2018 (Cut-off date). Members whose names appear on the Register of Members/ List of Beneficial owner as on 16th Day of the November, 2018 will be entitled for voting through postal ballot.
5. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent to all the Members by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in Haryana where the registered office of the Company is situated, and published on the Company website.
7. A Member cannot exercise his/her vote by proxy on postal ballot.
8. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self- addressed Business Reply Envelope to the Scrutinizer, so that it reaches Scrutinizer not later than close of working hours (i.e . 17:00 p.m.) on Wednesday, 26th day of December, 2018. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expenses of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.

9. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 p.m. on Wednesday, 26th day of December, 2018 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
10. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared by the chairman or any other Director on or before Wednesday, 02nd day of January, 2019 at the registered office of the Company and will also be displayed on the website of the Company (www.southwestpinnacle.com), besides being communicated to the Stock Exchanges the Depository and the Registrar and Share Transfer Agents on the said date.
11. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. As per Notification issued by Ministry of Corporate Affairs dated 19th Day of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC of SEBI (Issue of Capital Disclosure Requirement) Regulations, 2009 are be exempted from e-voting provisions. Our Company is listed on SME platform of NSE of India Ltd and covered under Chapter XB of SEBI (ICDR) Regulations. Therefore, Company is not opting for e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Special Business:

Item No. 1 Alteration of the Main Objects of Memorandum of Associations

The Company is engaged into the business of providing end to end drilling, exploration and allied services to coal, ferrous, non-ferrous, atomic and base metal mining industries and water & unconventional energy industries. With rapid development and growth of exploration, infrastructure industry has prompted the company to start working towards new avenues which are not specifically covered under the main objects. Accordingly, the existing objects clause III(A) of the Memorandum of Association of the Company, needs to be suitably altered/amended. Further, no new activity is added to the main object clause. The amendment to the existing clauses 1 to 6 are done mainly to cover entire gamut of activities within the existing business activities of the Company to cover new horizons/avenues and therefore to define clearly all kind of activities and having explicit authorization in main object clause.

The Amendment in Main Objects of Memorandum of Association is carried out to give effect to the provisions of section 4 & 13 of the Companies Act, 2013. Consent of the Shareholders by passing a Special Resolution in this regard.

The Board recommends the resolution as a Special Resolution for the approval of members.

None of the Director(s), any key managerial person(s) of the Company and their relative(s) is/are concerned or considered to be interested in this resolution except their shareholding in the Company.

**By order of the Board of Directors of
SOUTH WEST PINNACLE EXPLORATION LIMITED**

Date : November 2, 2018

Place : Gurugram

**Vikas Jain
Chairman & Managing Director
DIN: 00049217**

Corporate Identification Number

(CIN) : U13203HR2006PLC049480

Registered Office: Siddhartha House, 4th floor, Plot No.6,
Sector-44, Gurugram HR 122003

Email : investors@southwestpinnacle.com;

Website : www.southwestpinnacle.com