

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF M/S S. E. POWER LIMITED HELD ON MONDAY, 21ST JANUARY, 2013 AT ITS CORPORATE OFFICE SITUATED AT M-7, 1ST FLOOR, M-BLOCK MARKET, G. K.-2, NEW DELHI-110048 AT 3:00 P.M.

Alteration in Main Object Clause

The Chairman informed the Board that at present our Company is carrying on the business of Power Generation and Distribution. To enlarge the area of operations of the Company the Management has considered various proposals. Out of various proposals analyzed by the Management, processing and dealing in rubber, plastic, iron, steel, environment friendly and other allied products seems to be more beneficial to the Company and Business of recycling/reusing of waste rubber and plastic product will also help in saving & protecting our environment, which is main social motto of our Company.

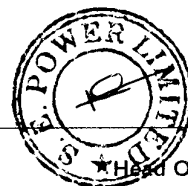
The Chairman also informed the Board that for commencing new business activity Company is required to add new object clause in Main Object Clause of Memorandum of Association of the Company and in term of provisions of Companies Act, 1956, including any statutory modifications or re-enactment thereof for the time being in force, Object Clause of Memorandum of Association of the Company may be altered by way of approval of members with special resolution. The Chairman further informed that as the Company's shares are listed with recognized stock exchanges therefore, by virtue of Section 192A of Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, it is required to pass necessary resolution by mean of Postal Ballot only. It is required to send a notice to all the members along with draft resolution explaining the reasons thereof, and requesting them to send their assent or dissent in writing on a postal ballot with in a period of 30 days from the date of posting of the notice.

The Board considered and passed following resolution unanimously;

"RESOLVED THAT subject to the Section 17 & 192A of Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2011 and any other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of Registrar of Companies National Capital territory of Delhi and Haryana, the Object Clause of the Memorandum of Association of Company be and is hereby amended by inclusion of the following new object clause as Clause No. 3 in the Main Object Clause III(A) of the Memorandum of Association of the Company after existing Clause No. 2:

S. E. Power Limited

www.sepower.in



Corporate Office :

M-7, 1st Floor, M-Block Market,
Greater Kailash -II, New Delhi-110048
Ph.: +91 11 - 43518888
Fax: +91 11 - 43518816

Registered Office :

S-547, IInd Floor, School Block,
Main Road, Shakarpur, Delhi-110092
Ph.: +91 11 43018888
Fax: +91 11 22481340

★ Head Office :

Block 54, Sanjay Place,
Agra-282 002 (INDIA)
Ph.: +91 562 4028888
Fax: +91 562 4028822

3. To process and deal in any manner in all or any kinds of rubbers, plastics, fibers, liquid, steel, iron, nylon, granules, lattices & formulations thereof, in all or any type of waste treatment and/or environment friendly products and their by-products and derivatives of any nature and kind with or without use of any form of energy."

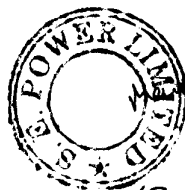
"FURTHER RESOLVED THAT the notice alongwith the draft resolution and Explanatory Statement for conducting the Postal Ballot under Section 192A of the Companies Act, 1956, as placed before the Board duly initialed by the Chairman for the purpose of identification be and is hereby approved and Dr. Arun Gopal Agarwal, Managing Director and Mr. Manendra Singh, Company Secretary be and are hereby severally authorized to issue the notice as required under Companies (Passing of Resolution by Postal Ballot) Rules 2011 as applicable to the Company."

"FURTHER RESOLVED THAT Dr. Arun Gopal Agarwal, Managing Director and Mr. Manendra Singh, Company Secretary be and are hereby severally authorized to file a copy of Board Resolution along with the required calendar of events to the Registrar of Companies as per requirement of the Rules."

"FURTHER RESOLVED THAT Dr. Arun Gopal Agarwal, Managing Director and Mr. Manendra Singh, Company Secretary be and are hereby severally authorized for submission of the said notice to the Stock Exchanges and for publication of an advertisement in the news papers specifying the date of completion of dispatch of Postal Ballots."

Date: 21/01/2013
Place: New Delhi

For S. E. Power Limited



Manendra Singh
Manendra Singh
(Company Secretary)