South West Pinnacle

ISO 9001 : 2015 Certified Company

South West Pinnacle Exploration Limited
(formerly known as South West Pinnacle Exploration Pvt. Ltd.)
CIN No.: L13203HR2006PLC049480
Regd. & Corp. Office:
"Sidhartha House"
4th Floor, Plot No - 6, Sector-44,
Gurugram-122003
Haryana, INDIA
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To,

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.

Scrip Code: SOUTHWEST SERIES: SM

Subject: Amendment to the Capital Clause of the Memorandum of Association of the Company

Dear Sir/Madam,

Further to our earlier letter filed for informing about the results of the Postal Ballot and Scrutinizer's report, we wish to inform that the Shareholders vide Postal Ballot resolution dated March 30, 2019, approved the amendment to the Capital Clause of the Memorandum of Association of the Company.

The Authorised Share Capital of the Company stands revised from Rs. 16,00,00,000 (Rupees Sixteen Crores only) to Rs. 28,00,00,000 Crores (Rupees Twenty Eight Crores only).

Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the altered copy of the Memorandum of Association of the Company.

You are kindly requested to take the above information on record.

Thanking you

Yours Faithfully,

For South West Pinnacle Exploration Limited

South West Pinnacle Exploration Limited

Vaishali
Company Secretary and Compliance Officer

MEMORANDUM OF ASSOCIATION

OF

SOUTH WEST PINNACLE EXPLORATION LIMITED

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

SOUTH WEST PINNACLE EXPLORATION LIMITED

I. The Name of the Company is **SOUTH WEST PINNACLE EXPLORATION LIMITED.**

II. The Registered office of the company will be situated in the National Capital Territory of Haryana.

III. The objects for which the Company is established are :-

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-

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, 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.

South West Pinnacle Exploration Limited

*Change in main objects clause by replacing clauses no. 1 to 6 vide special resolution passed by the members through postal ballot on 02nd January, 2019.

2. To buy, take on lease 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 severely or jointly with others and either by or through agents, sub-contractors or otherwise and to do all such things as are incidental or conductive 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.*

South West Pinnacle Exploration Limited

(B) THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE :-

1. To purchase, otherwise to acquire, own, import all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conducive to the effective working of the main business of the company.

2. To acquire build, after, maintain, remove or replace and to work, manage and control any building, offices, shops, machinery and conveniences which may seem necessary to achieve the main business of this company.

3. To buy, repair, alter, improve, exchange, import all machinery, tools, utensils, appliances, apparatus products, materials, substances, articles and things capable of being used in the main business of this company.

4. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, concessions, grants, decrees, licences, privileges, claims, options, leases, property, right, or powers of any kinds which may appear to be necessary for the main business of the Company.

5. To pay for preliminary and pre-incorporation expenses of the Company.

6. To exchange, mortgage, royalty or tribute, grants licences easements, options and other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares, debentures whether fully or partly paid-up or securities of any other company having main objects whole or in part similar to the Company.

7. Subject to the provisions of the section 314 of the Companies Act, to pay for any rights or property acquired by the Company and or remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares of securities of the Company as paid up in full.

8. To advance money, in connection with the main business either with or without security and give credit, to such persons (including Government) and upon such terms and conditions as the Company may think fit, to attain the main objects of the Company provided that the Company shall not carry on banking business within the meaning of banking Regulations Act, 1949.

9. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the main business of Company.

10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of nay company, corporation, firm or person in any case in which such guarantee may be considered directly to indirectly to further the main objects of the Company.

11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, stocks, contracts, mortgages, or charges, obligations, instruments, securities of any persons whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.

12. To subscribe for acquire, hold shares and dispose share stocks, debentures, debenture-stocks, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatsoever nature and howsoever constituted and to subscribe for, acquire, hold shares, debentures and debenture-stocks, and debenture bonds, mortgages, obligations and other securities issued or guaranteed by any Government sovereign ruler, commissioners, trust, Municipal, local or other Authority or body of whatsoever nature, whatever in India or elsewhere as may be conducive to the main business of the Company.

13. Subject to the provision of Section 77 of Companies Act, 1956 to invest other than investment in Company's own shares any money of the Company not immediately required, in any investments, movable or immovable as may be deemed proper and to hold, or invest in shares or stock in the Company as may be necessary for the main business of the Company.

14. Subject to Section 58A, 292/293/295 and 372 A of the Companies Act, 1956 and the Rules made thereunder and the directions issued by Reserve Bank of India to receive money or deposit or loan and borrow or money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owning on the mortgage, charge or lien upon all or any or the property or assets of the Company (both present of future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such persons or Company, of any obligation undertaken by the Company.

15. To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments of securities of all types.

16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents and patent rights, brevets d'inventions, trade marks, designs, licences, protections, and concessions conferring any exclusive or non-exclusive or limited right to their use or other information as to any invention, process or privileges which may seem capable of being used for any of the main objects, business of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the company and to use, exercise, develop or grant licences or privileges in respect of or the property, rights and information so acquired.

17. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire or propose to acquire.

18. To do all or any of the main business activities either as principals, agents, trustees, contractors or otherwise and either alone or in conjuction with others and either by or through agents, sub-contractors, trustees or otherwise.

19. To acquire and takeover all, or any part of the business property and liabilities of any person firm or company carrying on or proposing to carry on main business which this Company is authorised to carry on or possess property. suitable for the main business of the Company.

20. To procure the registration or recognition of the company in or under the laws of any place outside India.

21. To form uncorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its main business or in or about the promotion of any other such company in which the Company may have an interest.

22. Subject to the provisions of Section 391 to 394A of the Companies Act, 1956, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company.

23. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the main objects of the Company or effecting any modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other company, any firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist in the promotion whether directly for indirectly of any legislation which may seem advantageous to the company and to obtain from such Government Authority and company character, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

24. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donation.

25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuiously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

(b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependents, heirs and children for deserving objects for and such other persons also to act as trustees.

26. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interest of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons of classes of persons and in particular of friendly, co-operative and other society, reading rooms, libraries, educational and charitable institutions, dinning and recreation rooms, churches, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.

27. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.

28. To subscribe or guarantee money for any national, charitable, benevolent, public general or useful object of for any exhibition subject to the provisions of section 293/293A/293B of the Act.

29. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or are allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors of officers of the Company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjuction with any such persons as aforesaid.

30. To distribute among the members in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding-up but so that no distribution amounting to a reduction of capital be made except Subject to the provisions of sections 100 to 105 of the Companies Act, 1956.

31. To do all such other things as may be deemed incidental or conducive for the attainment of the main objects.

IV. The liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs. 28,00,00,000/- (Rupees Twenty Eight Crores only) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

*Authorised Share Capital of the Company increased from Rs. 16,00,00,000 to Rs. 28,00,00,000 vide an Ordinary Resolution passed by the members of the company through postal ballot on Saturday, March 30, 2019

We, the several persons, whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

S. No.	Name, Description Occupation and Addresses of subscriber	Number and type of equity shares	Signature of Subscribers	Name, Addresses Description and Signatures of witness
1.	**SOUTH WEST DRILLING & INFRASTRUCTURE LIMITED**	7600	Sd/-	
2.	14, Rani Jhansi Road New Delhi - 110055 **(Business)** Through its duly authorised Director Vikas Jain S/o Sh. Gajraj Jain A-4, Pushpanjali Farms Bijwasan, Delhi - 110061 **(Business)**	(Equity Share)	Sd/-	Sd/-
	S/o Sidney James Lord R.M.B. 61, Petra Ave, Clearance (Australia) NSW 2790 **(Business)**	(Equity Share)		
	TOTAL	**10,000/-**		

Place : New Delhi **Date : 22-11-2006**