



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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(W): www.southwestpinnacle.com

Date: 04/09/2020

To,
Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Symbol: SOUTHWEST

**Sub: NOTICE CONVENING 14TH ANNUAL GENERAL MEETING, INTIMATION OF BOOK CLOSURE, CUT-OFF DATE,
E-VOTING INFORMATION AND DIVIDEND PAYMENT**

Dear Sir/Madam,

With reference to the above captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 read with Schedule III Part A Para A (12), we wish to inform you that the 14th Annual General Meeting of the Company is scheduled to be held on **Monday, 28th September, 2020 at 03:00 P.M. (IST)** through Video Conferencing ("VC") facility/other audio visual means ("OAVM") without the physical presence of the members at a common venue, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Integrated Annual Report is available on the following link:

southwestpinnacle.com/images/pdf/Annual%20report/Annual%20Report_SWPE%202019-20.pdf

Further, pursuant to provisions of Section 91 of the Companies Act, 2013-and the rules framed there under and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive) for the purpose of payment of dividend and 14th Annual General Meeting (AGM) of the Company. Dividend on Equity Shares as recommended by the Board, if approved at the ensuing Annual General Meeting shall be paid to those members whose names appear in the Register of Members / list of Beneficial Owners at the end of business hours on Monday September 21, 2020 (Record Date).

The Company pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and as per Regulation 44 (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ('MCA Circulars') and also the Circular dated 12th May, 2020, issued by

the Securities and Exchange Board of India ("SEBI Circular"), has provided "remote e-voting" and "e-voting" facility to the members before and during the AGM in respect of the Ordinary and Special Business as set forth in the Notice of AGM through electronic voting system of National Securities Depository Limited (NSDL). Members holding shares as on the cut-off date i.e., Monday, 21st September, 2020 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The remote e-voting shall commence from Friday, 25th September, 2020 at 9:00 A.M. and ends on Sunday, 27th September, 2020 at 5:00 P.M

This information and Annual Report are also available on website of the company at www.southwestpinnacle.com

You are kindly requested to take the same on record.

Thanking you,

For South West Pinnacle Exploration Limited

Vaishali

Vaishali

Company Secretary & Compliance Officer



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 14th ANNUAL GENERAL MEETING of South West Pinnacle Exploration Limited will be held on Monday, the 28th September, 2020 at 03:00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :-
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
2. To declare a Dividend for the financial year ended March 31, 2020 to non promoter shareholders of the company of Rs. 0.50 per Equity Share of Rs. 10/- each, fully paid-up.
3. To resolve not to fill the vacancy for the time being in the Board, caused by the retirement of Mr. Roger James Lord (DIN:00952295) who retires by rotation at the conclusion of this meeting, but does not seek reappointment.

SPECIAL BUSINESSES

4. Re-Appointment of Mr. Vikas Jain (DIN: 00049217) as Chairman & Managing Director of the Company

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and Articles of Association of the company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vikas Jain (DIN: 00049217) as Chairman & Managing Director of the company for a period of three years with effect from 20th November, 2020 on the monthly remuneration of Rs. 7,00,000 (Rupees Seven Lac Only) and other terms and conditions as recommended by the nomination and remuneration committee and as set out in the Explanatory Statement annexed to the notice convening this meeting, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Vikas Jain.

RESOLVED FURTHER THAT Mr. Vikas Jain, Chairman & Managing Director shall also be entitled to Commission @ 0.50% on the turnover of the Company effective from the financial year 2019-20 provided however that, the total remuneration payable to him (including monthly remuneration and commission) shall be subject to the overall ceiling of Schedule V of the Act.

RESOLVED FURTHER THAT not with standing anything to the contrary herein contained, where in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, remuneration by way of Salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits Section II of part II of Schedule V of Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors.”

RESOLVED FURTHER THAT the Board of directors and/or the company secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Re-Appointment of Mr. Piyush Jain (DIN: 00049319) as Joint Managing Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and Articles of Association of the company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Piyush Jain (DIN: 00049319) as Joint Managing Director of the company for a period of three years with effect from 20th November, 2020 on the monthly remuneration of Rs. 5,00,000 (Rupees Five Lac Only) and other terms and conditions as recommended by the nomination and remuneration committee and as set out in the Explanatory Statement annexed to the notice convening this meeting, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Piyush Jain.

RESOLVED FURTHER THAT Mr. Piyush Jain, Joint Managing Director shall also be entitled to Commission @ 0.25% on the turnover of the Company, effective from the financial year 2019-20, provided however that, the total remuneration payable to him (including monthly remuneration and commission) shall be subject to the overall ceiling of Schedule V of the Act.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, remuneration by way of Salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits Section II of part II of Schedule V of Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors."

RESOLVED FURTHER THAT the Board of directors and/or the company secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. Re-Appointment of Mr. Jitendra Kumar Mishra (DIN: 07983426) as an Independent director of the Company.

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Jitendra Kumar Mishra (DIN: 07983426), who was appointed as an Independent Director at the Extra Ordinary General Meeting of the company and who holds office up to 06th November 2020 and is eligible for reappointment and meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted declaration to that effect, be and is hereby reappointed as an Independent Director of the company (whose office shall not be liable to retire by rotation,) to hold office for a second term of three years commencing with effect from 07th November, 2020 to 06th November 2023.

RESOLVED FURTHER THAT the Board of Directors and/or company secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient, desirable to give effect to the above Resolution."

7. Re-Appointment of Mrs. Sudha Maheshwari (DIN: 06784093) as an Independent director of the Company.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mrs. Sudha Maheshwari (DIN: 06784093), who was appointed as an Independent Director at the Extra Ordinary General Meeting of the company and holds office up to 29th October 2020 and who is eligible for reappointment and meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted declaration to that effect, be and is hereby reappointed as an Independent Director of the company (whose office shall not be liable to retire by rotation,) to hold office for a second term of three years commencing with effect from 30th October, 2020 to 29th October 2023.

RESOLVED FURTHER THAT the Board of Directors and/or company secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient, desirable to give effect to the above Resolution.”

**By order of the Board
For South West Pinnacle Exploration Limited**

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

**Place : Gurugram
Date: 22.07.2020**

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.southwestpinnacle.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Institutional /Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to kksandassociates@gmail.com with a copy marked to evoting@nsdl.co.in

9. The Register of Members and Share Transfer Books of the Company will remain close from Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive) for the purpose of Annual General Meeting. The company has fixed Monday September 21, 2020 as record for the purpose to determine the shareholders who are entitled for Dividend subject to approval of shareholders in ensuing AGM.
10. The Board of Directors in their meeting held on June 22, 2020, have recommended Rs. 0.50/- per share on Equity shares of Face Value of Rs.10/- each as the Final dividend for financial year ended on 31 March, 2020 to non promoter shareholders of the company.
11. Subject to the provisions of Section 126 of the Act, if the Final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before Tuesday, October 27, 2020 as under:

to all Beneficial Owners in respect o shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours of Record Date i.e. Monday September 21, 2020;
12. As per Regulation 40 of SEBI Listing Regulations, as amended, the securities of Listed Companies can be transferred only in dematerialized form w.e.f 01 April 2019, except in case of request received for transmission or transposition of securities. All the share capital of the company are in dematerlised form only.
13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link in time India Pvt Ltd., Registrar & Share Transfer Agent / NSDL (National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.)
14. As per the provision of Section 152 of the Companies Act, 2013, the Company has received declarations from all the Independent Director stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.
15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Under Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the intimation letter regarding updation of Bank account and PAN have been duly sent through the Company's Registrar and Share Transfer Agent i.e M/s **Link Intime India Private Limited**.
16. Non-Resident Indian Members are requested to inform Registrar and Transfer Agents: (a). Change in their local address in India for correspondence and e-mail ID for sending all e-communications. (b). Change in their residential status on return to India for permanent settlement. (c). Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Company to remit dividend to the said Bank Account directly.
17. Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015 entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Corporate governance report and Board Report forming part of the Annual Report.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.southwestpinnacle.com, and website National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL
20. All the documents referred to in the accompanying Notice of AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM upon log-in to NSDL evoting system at www.evoting.nsdl.com.
21. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Link In Time India Private Limited., Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 shall be transferred to the Investor Education Protection Fund.
22. At the thirteenth AGM held on September 14, 2019 the Members approved appointment of M/s Doogar & Associates Chartered Accountants (FRN:000561N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 18th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 14th AGM for FY 2019-20.
23. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
24. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or with depository participants. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
25. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or with depository participants.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
- ii. The remote e-voting period commences on Friday, September 25, 2020 (9:00 a.m. IST) and ends on Sunday, September 27, 2020 (5:00 p.m. IST). During this period, Members holding shares, as on cut-off date i.e. September 21, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The Board of Directors has appointed KKS & Associates (Membership No. FCS 8493), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

- (i) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process can be downloaded from the link <https://www.e-voting.nsdl.com> or www.southwestpinnacle.com
- (ii) NSDL shall also be sending the User-ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 25, 2020 at 09:00 A.M. and ends on September 27, 2020, at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment e. a .pdf file Open the .pdf file.
 - (ii) The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to kksandassociates@gmail.com with a copy marked to investors@southwestpinnacle.com
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in and mark a copy to investors@southwestpinnacle.com

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFRENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. 10 days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@southwestpinnacle.com. These queries will be replied to by the company suitably by email or in the AGM.
6. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
7. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990.

Other Instructions :

1. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, September 21, 2020. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
2. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares as on the cut-off date (record date) of September 21, 2020, and not casting their vote electronically, may only cast their vote through evoting system during the AGM i.e evoting@nsdl.co.in.

3. Investors who become members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the voting eligibility cutoff date i.e. September 21, 2020 are requested to send the written / email communication to the Company's RTA at or NSDL at by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting. The Management/RTA will do their best to accommodate and execute such requests so that the Shareholder can participate in the e-voting which commences on Friday 25 September, 2020 and ends on Sunday, 27 September, 2020.
4. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.southwestpinnacle.com and on the website of NSDL and communicated to the National Stock Exchange of India Limited where the shares of the Company are listed.

By order of the Board
For South West Pinnacle Exploration Limited

Vikas Jain
Chairman & Managing Director
DIN: 00049217

Place : Gurugram
Date: 22.07.2020

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No 4.

Re-appointment of Mr. Vikas Jain (DIN : 00049217) as the Chairman & Managing Director of the company

Mr. Vikas Jain (DIN : 00049217), was appointed as Chairman & Managing Director by the members to hold office upto April 19th November 2020. The Board is proposing his re-appointment for a period of Three (3) years and hence continuation of his employment as Executive Chairman & Managing Director requires the approval of members by way of as Special Resolution.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution approving re-appointment of Mr. Vikas Jain as Chairman & Managing Director of the Company for a further period of three years with effect from 20th November, 2020 to 19th November 2023. This is subject to the approval of shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of the Act. The details of remuneration payable to Mr. Vikas Jain and the material terms and conditions of the re-appointment are as follows:

- I) Basic / Consolidated Salary – Rs. 7,00,000/-per month, with suitable increase and revision from time to time, as approved by the Board/committee.
- II) Perquisites as detailed below –
 - i. Reimbursement of all medical expenses (including medical/hospitalization policy premium) incurred for self & family.
 - ii. Subscription upto two clubs, lifetime membership fee and subscription fee not be included.
 - iii. Car with driver for Company's business and also telephone at residence and mobile phone.
 - iv. Mr. Vikas Jain shall also be entitled to the following:
 - a) Reimbursement of traveling, entertainment and all other expenses incurred for the business of the company.
 - b) Reimbursement of leave travel expenses once in two years block for self and family.
 - c) Leave and encashment of leaves as per the rules of the Company.

Other terms and conditions:-

- a) The Managing Director shall be responsible for overall management and control of the operations of the company.
- b) The Managing Director shall perform his duties and exercise his powers subject to the supervision and control of the Board.
- c) The Managing Director shall use his best endeavors to promote the interest of the Company and shall not hold any other whole time employment / assignment of whatsoever nature.
- d) The Managing Director shall not be paid, any sitting fee for attending meetings of the Board/Committee thereof.
- e) In the event of any amendment or modifications of the Companies Act, 2013, if required, the remuneration and perquisites payable to Managing Director may be varied by the board.
- f) During the tenure of his term of office he shall not be liable to retire by rotation.”

Mr. Vikas Jain shall also be entitled to Commission @ 0.50% on the turnover of the Company.

A **brief profile** of Mr. Vikas Jain (DIN: 00049217), Chairman & Managing Director to be appointed is given below:

Mr. Vikas Jain is the Promoter, Chairman & Managing Director of South West Pinnacle Exploration Limited (SWPE). He is the founder of our company. He has been director on board since inception and the guiding force behind the strategic decision backed by industry experienced professionals to run the business. He has more than 15 years of experience in exploration and Mining sector.

He has completed his Masters in Business and Administration from Johnson & Wales University, USA. He looks after business development, finance, formulation of overall strategy for growth, future prospects and client relationships besides administrative affairs.

The Board commends the resolution as item no. 4 for approval of members as a special resolution.

None of the Directors and Key Managerial Personnel of the company and their relatives except Mr. Piyush Jain (Brother) and Mr. Vikas Jain himself is concerned or interested, financially or otherwise, in this resolution at the item no. 4 of accompanying notice.

Item No 5.

Re-appointment of Mr. Piyush Jain (DIN : 00049319) as the Joint Managing Director of the company

Mr. Piyush Jain (DIN : 00049319) was appointed as Joint Managing Director by the members to hold office upto 19th November 2020. The Board is proposing his re-appointment for a period of Three (3) years and hence continuation of his employment as Executive Joint Managing Director requires the approval of members by way of as Special Resolution.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution approving re-appointment of Mr. Piyush Jain as Joint Managing Director of the Company for a further period of three years with effect from 20th November, 2020 to 19th November 2023. This is subject to the approval of shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of the Act. The details of remuneration payable to Mr. Piyush Jain and the material terms and conditions of the re-appointment are as follows:

- I) Basic / Consolidated Salary – Rs. 5,00,000/-per month, with suitable increase and revision from time to time, as approved by the Board/committee.
- II) Perquisites as detailed below –
 - i. Reimbursement of all medical expenses (including medical/hospitalization policy premium) incurred for self & family.
 - ii. Subscription to two clubs, lifetime membership fee and subscription fee not be included.
 - iii. Car with driver for Company's business and also telephone at residence and mobile phone.
 - iv. Mr. Piyush Jain shall also be entitled to the following:
 - a) Reimbursement of traveling, entertainment and all other expenses incurred for the business of the company.
 - b) Reimbursement of leave travel expenses once in two years block for self and family.
 - c) Leave and encashment of leaves as per the rules of the Company.

Mr. Piyush Jain shall also be entitled to Commission @ 0.25% on the turnover of the Company.

Other terms and conditions:-

- a) The Joint Managing Director shall be responsible for Management and control of drilling operations, Business Development, Procurement, HSE and other related activities of the company.

The Joint Managing Director shall perform his duties and exercise his duties subject to the supervision and control of the Board and Chairman & Managing Director.

- b) The Joint Managing Director shall use his best endeavors to promote the interest of the Company and shall not hold any other whole time employment / assignment of whatsoever nature.
- d) The Joint Managing Director shall not be paid, any sitting fee for attending meetings of the Board/Committee thereof.
- e) In the event of any amendment or modifications of the Companies Act, 2013, if required, the remuneration and perquisites payable to Joint Managing Director may be varied by the board.
- f) During the tenure of his term of office he shall not be liable to retire by rotation.”

A brief profile of Mr. Piyush Jain (DIN: 00049319), Joint Managing Director to be appointed is given below:

Mr. Piyush Jain is the promoter & Joint Managing Director of South West Pinnacle Exploration Limited (SWPE). He has joined the board of our Company in the year 2009 and since then directly involved in developing, planning, scheduling and supervising the operations of the Company. He has more than 12 years of experience in exploration and Mining sector.

He has done his M.Sc. in Management & Entrepreneurship from Nottingham Trent University, UK and B.Sc. in Business & Management Studies from IILM, New Delhi affiliated to University of Bradford, UK. He oversees operations procurement, HSE and Business Development of our Company.

The Board commends the resolution as item no. 5 for approval of members as an special resolution.

None of the Directors and Key Managerial Personnel of the company and their relatives except Mr. Vikas Jain (Brother) and Mr. Piyush Jain himself is concerned or interested, financially or otherwise, in this resolution at the item no. 5 of accompanying notice.

6. Re-appointment of Mr. Jitendra Kumar Mishra (DIN: 07983426) as an Independent director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Jitendra Kumar Mishra (DIN: 07983426) as Independent Director, for a second term of three years from 07th November, 2020 to 06th November 2023, which is subjected to shareholder's approval in AGM. Further, Mr. Jitendra Kumar Mishra was appointed as Independent Director at the Extra Ordinary General Meeting of the company and holds office upto 06th November 2020. He is not liable to retire by rotation.

The Board suggested that based on the performance evaluation and recommendation of Nomination and remuneration committee, considers that given his background, experience and contribution, the continued association of Mr. Jitendra Kumar Mishra would be beneficial to the company and it is desirable to continue to avail his services as independent director.

The company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the company. The terms and conditions of his appointment shall be open for inspection by the members at the Registered Office of the company during the normal business hours on any working day till the conclusion of the AGM.

A brief profile of Jitendra Kumar Mishra (DIN: 07983426), Independent Directors to be appointed is given below:

Mr. Jitendra Kumar Mishra aged 48 years is a qualified Chartered Accountant and is a Fellow member of Institute of Chartered Accountants of India and qualified Cost & Management Accountant, with 19 years of experience in Finance, Funds Management, Business Restructuring, Accounting, Budgeting, Business Planning, Taxation (Direct and Indirect), Treasury operations and Risk Management. He has industry experience into Service Industry, Value Added Telecom Services, IT & Software Industry etc. and in the past has served reputed Cos. like - HUGES Communication, Mascon Global Ltd., HCL Technologies etc. in senior financial management roles

The Board recommends the resolution as item no. 6 for approval of members as a Special resolution.

Except, Mr. Jitendra Kumar Mishra being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

7. Re-appointment of Mrs. Sudha Maheshwari (DIN: 06784093) as an Independent director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mrs. Sudha Maheshwari (DIN: 06784093) as Independent Director, for a second term of three years from 30th October, 2020 to 29th October, 2023, which is subjected to shareholder's approval in AGM. Mrs. Sudha Maheshwari was appointed as Independent Director at the Extra Ordinary General Meeting of the company and holds office 29th October, 2020. She is not liable to retire by rotation.

The Board suggested that based on the performance evaluation and recommendation of Nomination and remuneration committee, considers that given her background, experience and contribution, the continued association of Mrs. Sudha Maheshwari would be beneficial to the company and it is desirable to continue to avail her services as independent director.

The company has received a declaration from her to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties.

In the opinion of Board, she fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the company. The terms and conditions of her appointment shall be open for inspection by the members at the Registered Office of the company during the normal business hours on any working day till the conclusion of the AGM.

A brief profile of Mrs. Sudha Maheshwari (DIN: 06784093), Independent Director to be appointed is given below:

Sudha Maheshwari aged 38 years and completed her graduation and post graduation in Economics and MBA from St. Xavier's, Mumbai & University of Warwick, U.K. respectively. She has a varied experience in the fields of business strategy & operations, marketing activities, corporate & regulatory affairs and CSR initiatives. Apart from having served MNCs like Citibank, Deloitte, Phillip Morris, she has also been an entrepreneur in the field of E-commerce venture.

The Board recommends the resolution as item no. 7 for approval of members as a Special resolution.

Except, Mrs. Sudha Maheshwari being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

**By order of the Board
For South West Pinnacle Exploration Limited**

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

**Place : Gurugram
Date: 22.07.2020**