



SWAN ENERGY LIMITED

6, Feltham House, 2nd Floor, 10, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956:-

To,
The Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 to transact the following Special Business by the Members of the Company through Postal Ballot:

Special Business:

1. SPLIT/SUB-DIVISION OF FACE VALUE OF SHARES & ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider, and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT

i) Pursuant to Section 13, 14 and 94(1) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to approvals, consents, permissions and sanctions, if any, required from SEBI / Stock Exchange(s) / RBI or any other appropriate Authority / Institution and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent and approval of the members be and is hereby accorded for altering the Share capital of the Company by sub-dividing / splitting the existing 1 (one) Equity Shares of Rs. 2/- (Rupees Two) each into 2 (Two) Equity shares of Rs. 1/- (Rupee One) each.

ii) the Board be and is hereby authorized to decide the Record date for the purpose of identifying the shareholders for said sub-division of Equity shares and to call back the physical share certificates, if any, from the members and issue new share certificates in the aforesaid proportion and to credit the sub-divided shares in place of existing shares held by members in demat form as on record date through execution of Corporate action with Depositories".

"RESOLVED FURTHER THAT pursuant to the provision of Section 13, 16, 94 and 95 and all other applicable provisions, if any, of the Companies Act, 1956, including amendments thereto or re-enactment thereof, the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clause 5 of the Memorandum of Association of the Company and substituting the same by the following new Clause 5:

5. The Authorised Share Capital of the Company is Rs. 100,25,00,000/- (Rupees One Hundred Crore Twenty Five Lac only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of Rs. 1/- (Rupee One only) each and 25,000 (Twenty Five Thousand) 11% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each".

"RESOLVED FURTHER THAT pursuant to the provision of Section 31, 94 and 95 and all other applicable provisions, if any, of the Companies Act, 1956, including amendments thereto or re-enactment thereof, the Article of Association of the Company be and is hereby altered by deleting the existing Clause 3 of the Articles of Association of the Company and substituting the same by the following new Clause 3:

3. The Authorised Share Capital of the company is Rs. 100,25,00,000/- (Rupees one Hundred Crore Twenty Five Lac Only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of Rs. 1/- (Rupee One only) each and 25,000 (Twenty Five Thousand) 11% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, expedient, usual or proper for giving effect to the above resolutions, which shall be final and binding on all the members and other interested persons".

2. ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider, and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provision of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, including amendments thereto or re-enactment thereof, the Consent of the Company be and is hereby accorded to amend Article 6 of the Articles of Association of the Company by inserting the following new Clause as Clause 6 (a) below the existing Clause 6 of the Articles of Association of the Company.

Article 6 (a):

Subject to the provisions of Section 81 (1A) of the Act, SEBI (Disclosure & Investor Protection) Guidelines, 2000, provisions of these Articles and such other Rules, procedures and guidelines, as may be applicable, any preferential issue of warrants/fully convertible debentures/partially convertible debentures or any other financial instruments by the Company which would be converted into or exchanged with equity shares at a later date shall be under the control of the Board which may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times either at par or at a premium and for such consideration as the Board thinks fit.

SWAN ENERGY LIMITED

3. INCREASE IN THE BORROWING LIMITS:

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in terms of Section 180 (1) (c) of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 1956, the Consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, the sums of which, together with the monies already borrowed by the company (Apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up-capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not, at any time, exceed Rs. 4,000 Crores (Rupees Four Thousand Crores only) .

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents, writings etc. as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

4. CREATION OF CHARGE:

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in terms of Section 180 (1) (a) of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 1956, the Consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all movable and immovable properties of the Company, wherever situated, both present and future and the whole of the undertaking of the Company in favour of bankers and/or Financial Institutions or persons for securing the repayment of Term Loan, Cash Credit, Advances or such other borrowing facilities received or to be received together with interest thereon.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents, writings etc. as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board of Directors

For, **Swan Energy Limited**

Date: 4th December, 2013

Place: Mumbai

(Arun S. Agarwal)

Company Secretary

Notes:

1. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 and 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Company has appointed Mr. Jignesh M. Pandya, Practicing Company Secretary as the scrutinizer for the purpose of Postal Ballot exercise.
3. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as at the close of working hours on Friday, 6th December, 2013.
4. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012, of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the members of the Company. For this purpose the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting. E-voting is optional for members.
5. The instructions for e-voting are as under:-

(A) In case of Shareholders' receiving e-mail

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on "Shareholders" to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - "EVS" along with "SWAN ENERGY LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form.
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'X999999999' in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT".
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value(0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL e-Voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Corporate/Institutional Members (Corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jigneshpandya@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. The naming convention of the file should be "Corporate Name_EVSN".
- xvi. If you wish to provide feedback or in case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or arun@swan.co.in
- xvii. The e-voting period starts from 10.00 a.m. on Friday, 20th December, 2013 and ends at 6.00 p.m. on Saturday, 18th January, 2014. The e-voting module will be disabled by CDSL for voting thereafter.

(B) In case of Shareholders' receiving Postal Ballot Form by Post:

- i. Initial password is provided as below / at the bottom of the Postal Ballot Form. For E-Voting, please follow the procedure mentioned above from point no. i to point no. xv.

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

- ii. The consent must be accorded by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (?) in the appropriate column.
- iii. The Member need not use all the votes nor needs to cast all the votes in the same way.
- iv. Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper document would not be acted upon.

(C) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. Members who have registered their e-mail id for the receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot may write to company at swan@swan.co.in so that the hard copy of the Postal Ballot form along with the prepaid envelop can be sent by post.
7. Kindly note that the Members can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case member has voted both in physical as well as e-voting, then voting done through valid physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

SWAN ENERGY LIMITED

Explanatory Statement pursuant to section 102 (1) of Companies Act, 2013 and 192A of the Companies Act, 1956

ITEM NO. 1:

In order to ensure greater liquidity and wider participation by the retail investors on the Stock Exchanges, the Board of Directors of the Company, at its meeting held on 4th December, 2013 has passed a resolution for Sub-division / Split in the face value of the Equity Shares of the Company from Rs. 2/- to Rs. 1/- per share.

Consequent upon the Sub-division / Split in the face value of the Equity Shares, Clause 5 in the Memorandum of Association of the Company and Clause 3 in the Articles of Association of the Company will also be required to be altered suitably to give effect to the Sub-division / Split in the face value of the shares.

The Record date for giving effect to the Sub-division / Split shall be decided by the Board, which shall be notified to the Stock Exchanges, after obtaining shareholder's approval to this resolution through Postal Ballot.

The proposed Resolutions, as set out in the notice, are intended to give effect to the above proposals.

None of the Directors of the Company is concerned or interested in the said resolution, except to the extent of shares held by them in the Company.

Your Directors recommend the said resolution for your approval.

ITEM NO. 2:

It is an enabling Resolution by which a new clause 6 (a) is intended to be added in the Articles of Association of the Company for facilitating any Resolution/s in future for issuance of warrants / fully or partly convertible debentures or any other financial instruments to any eligible person by the company.

None of the Directors of the Company is concerned or interested in the said resolution.

Your Directors recommend the said resolution for your approval.

ITEM NO. 3:

Section 180 (1) (c) of the Companies Act, 2013 has come into force with effect from 12th September, 2013. Corresponding section for this in the Companies Act, 1956 was section 293 (1) (d).

Section 180 (1) (c) of the Companies Act, 2013, inter-alia, provides that the Board of Directors of the Company shall exercise borrowing powers in excess of the aggregate of the paid-up capital and free reserves of the Company, only with the consent of the Company by a Special Resolution.

At the 99th Annual General Meeting of the Company held on 24th September, 2007, the Members have approved the maximum limit of Rs. 1000 crores. Keeping in view the long term requirements of the Company for its Real estate and Energy related projects, the limit is sought to be increased to Rs. 4000 crores.

None of the Directors of the Company is concerned or interested in the said resolution.

Your Directors recommend the said resolution for your approval.

ITEM NO. 4:

Section 180 (1) (a) of the Companies Act, 2013 has come into force with effect from 12th September, 2013. Corresponding section for this in the Companies Act, 1956 was section 293 (1) (a).

Section 180 (1) (a) of the Companies Act, 2013, inter-alia, provides that the Board of Directors of the Company shall exercise powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking/s of the company, only with the consent of the Company by a Special Resolution.

The Company has availed various credit facilities and since the mortgage and/or creation of charge by the company on its immovable / movable properties in favour of lenders may be regarded as disposal of the company's properties/ undertakings, it is felt necessary to obtain the approval of the members for the resolution under section 180 (1) (a) of the Companies Act, 2013 for creation of Charge / mortgage on the Company's properties in favour of the lenders.

None of the Directors of the Company is concerned or interested in the said resolution.

Your Directors recommend the said resolution for your approval.

By order of the Board of Directors
For, Swan Energy Limited

(Arun S. Agarwal)
Company Secretary

Date: 4th December, 2013

Place: Mumbai