



ISO 9001: 2015 Certified Company

South West Pinnacle Exploration Ltd

(Formerly known as South West Pinnacle Exploration Pvt Ltd)

CIN NO.: L13203HR2006PLC049480

Regd & Corp Office:

Ground Floor, Plot No.15,

Sector-44, Gurgaon 122003, Haryana, India.

T: +91 124 4235400, 4235401

F: +91 124 4235402

E: info@southwestpinnacle.com

W: www.southwestpinnacle.com

Date: 05.09.2024

To, Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex Mumbai 400051 SYMBOL: SOUTHWEST	To, Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Script Code: 543986
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Subject- Intimation regarding 18th Annual General Meeting, Book Closure, Cut -Off Date, E-Voting Information and Record Date for the Purpose of Final Dividend for the F.Y 2023-24

Dear Sir/Madam,

With reference to the above captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule III Part A (12), we wish to inform you that the 18th Annual General Meeting of the Company is scheduled to be held on **Friday, 27th September, 2024 at 03:00 P.M. (IST) through Video Conferencing (“VC”) facility/Other Audio Visual Means (“OAVM”)** without 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 and other applicable circulars as amended.

The Link of Integrated Annual Report FY 2023-24 is as follow:

[Annual Report 2023-24](#)

Further, pursuant to Section 91 of the Companies Act 2013 and as per 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 Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of 18th Annual General Meeting of the company & Payment of Final Dividend for FY 2023-24. The Company has fixed the **Friday, September 20, 2024** as ‘Record Date’ for the purpose of determining entitlement of the members of the Company to receive Final Dividend of Rs. 0.50 per Equity Share as recommended by the Board. The said dividend 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 Friday, September 20, 2024.

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 Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the company 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 either in physical or in demat mode as on the **cut-off date i.e., Friday, September 20, 2024** may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The remote e-voting shall commence from **Tuesday, September 24, 2024 at 9:00 A.M (IST)** and ends on **Thursday, September 26, 2024 at 5:00 P.M (IST)**.

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

Digitally signed by
VAISHALI
VAISHALI
Date: 2024.09.05
15:42:01 +05'30'

Vaishali
Company Secretary & Compliance Officer

C.C :

- 1) M/S Central Depository Services (India) Ltd., Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai - 400 001.
- 2) M/s. National Securities Depository Ltd., Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
- 3) M/s. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058

SOUTH WEST PINNACLE EXPLORATION LIMITED

CIN: L13203HR2006PLC049480

Reg & Corp Off.: Ground floor, Plot No.15, Sector-44, Gurgaon 122003

Email: secretarial@southwestpinnacle.com | Website: www.southwestpinnacle.com

Phone: +91 124-4235400

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **18th ANNUAL GENERAL MEETING** of South West Pinnacle Exploration Limited will be held on Friday, the 27th September, 2024 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, 2024, 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, 2024, together with the Report of the Auditors thereon.

“**RESOLVED THAT** the Standalone & Consolidated audited financial statements including Balance Sheet of the Company as at March 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2024 together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting be and are hereby considered and adopted.”

2. TO DECLARE THE FINAL DIVIDEND OF RS. 0.50 PER EQUITY SHARES OF RS. 10/- EACH FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

“**RESOLVED THAT** a final dividend of Rs. 0.50/- per equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2024 to non-promoter shareholders and the same be paid as recommended by the Board of Directors, out of the profits of the Company for the financial year ended March 31, 2024.”

3. RE-APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY & TO FIX THEIR REMUNERATION

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee of the company M/s. Doogar & Associates, Chartered Accountants (Reg. No.000561N) be and are hereby reappointed as the Statutory Auditor of the Company for a second term of five (5) years from the conclusion of 18th Annual General Meeting to conclusion of 23rd Annual General Meeting of the company at such remuneration and out of pocket etc., as recommended by the Audit Committee in consultation

with the Auditors and duly approved by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors (including its Committee thereof) and/or Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESSES:

4. APPROVAL TO THE APPOINTMENT OF MR. RAJENDRA PRASAD RITOLIA (DIN: 00119488) AS A NON-EXECUTIVE (PROFESSIONAL) 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** pursuant to Section 152, 161 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 approval of the Members be and are hereby accorded to the appointment of Mr. Rajendra Prasad Ritolia (DIN: 00119488), who was appointed by the Board of Directors as an Additional Director (Non-Executive & Professional) of the Company with effect from August 12, 2024 liable to retire by rotation and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and Board of Directors of the Company under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER THAT** a declaration received from Mr. Rajendra Prasad Ritolia (DIN: 00119488) has submitted a declaration to that effect that he and who is eligible for appointment as Non- Executive Director of the Company for a term w.e.f August 12, 2024 to August 11, 2027 be and is hereby approved.”

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 or desirable to give effect to the above Resolution.”

5. APPROVAL TO THE APPOINTMENT OF MR. HARI NARAIN SINGH RAJPOOT (DIN: 00080836) AS AN INDEPENDENT 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** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and 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 in compliance with regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time approval of the Members be and is hereby accorded to the appointment of Mr. Hari Narain Singh Rajpoot (DIN:- 00080836) who was appointed as an additional director by the Board of Directors of the Company on the recommendation of Nomination and

Remuneration Committee, (in the category of Non-Executive Independent Director) w.e.f. June 30, 2024 pursuant to the provisions of section 149, 161(1) of the Companies Act 2013, and who holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for three consecutive years w.e.f. June 30, 2024 to June 29, 2027 and his office shall not be liable to retire by rotation.

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

6. ADDITION OF NEW OBJECT IN THE OBJECT CLAUSE AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 & 13 of the Companies Act, 2013 (“the Act”) read with relevant rules of Companies (Incorporation) Rules 2014, including any modification or re-enactment thereof and other applicable provisions thereof and subject to the approval of the Members in this Annual General Meeting of the Company, the Object clause III (A) of the Memorandum of Association of the Company be and is hereby altered and amended by addition of following new object clause 7.

(7) To acquire , purchase and / or take -over any company /entity or acquire all or any part of business property, assets and liabilities of any person, firm, institution, company or corporation by way of outright purchase or transfer of licence or shares or rights either directly or through the judicial process under Insolvency & Bankruptcy Code, 2016 or through any other legislation / means for carrying on or proposing to carry on business directly or through JV or partnership/ LLP to manufacture and / or to provide service and to deal as manufacturer, service provider commission agent, collaborator, business partner or consultant and/ or engage in the management, rehabilitation, restructuring, reorganisation or liquidation of such acquired entity in any manner of any type of industry/ business and to carry out sale/ purchase/ manufacture of goods and merchandise and impart services in that business on retail or wholesale basis or in any other manner in India and outside India and to sell or divest all or any part of that entity, business, property, asset and liability in case such need arises.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally 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**

**Place : Gurugram
Date: August 12, 2024**

**Sd/-
Vikas Jain
Chairman & Managing Director
DIN: 00049217**

NOTES:

1. Pursuant to the General Circulars 09/2023, 10/2022, 2/2022, 20/2020 and other circulars issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the companies are permitted to conduct the Annual General Meeting ('AGM') during the calendar year 2024 through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') dispensing the requirement of physical presence of Members at the meeting venue. Therefore, the 18th AGM of the Company is being held through VC / OAVM and the proceedings of which shall be deemed to be conducted at the Registered Office of the Company situated at Ground Floor, Plot No. 15, Sector-44, Gurugram 122003. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.southwestpinnacle.com.
2. As this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with and the attendance of the Members attending the 18th AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. As such, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including route map are not appended to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

In case of joint holders, the Member whose name appears as the first holder in the order of the

names as per the Register of Members of the Company and attending the meeting will be entitled to vote on the resolutions.

3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All the documents referred to in the Notice and Explanatory Statement, shall be available for inspection through electronic mode by the Members, in accordance with the applicable statutory requirements.
4. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the authorised agency for conducting the AGM through VC / OAVM. The instructions for participation by Members are given in the subsequent paragraphs.
5. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company; any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
6. The relevant Explanatory Statement and reasons in respect of proposed Special Business (es) pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The relevant details pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulation") and Secretarial Standard on General Meetings issued

- by the Institute of Company Secretaries of India, in respect of directors seeking appointment/reappointment at this Annual General Meeting are also annexed herewith.
7. The Members can join the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting without restriction on account of first come first served basis.
 8. 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 and SEBI, 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.
 9. Since the AGM is being conducted through audio visual means/other audio visual means in connection to the circulars issued by Ministry of Corporate Affairs and SEBI, 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 and Bombay Stock Exchange at www.bseindia.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. For any communication, the shareholders may also send requests to the Company's designated email id: investors@southwestpinnacle.com,
 10. Institutional /Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of resolution/ authorisation (PDF/JPG Format) of its board of directors 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
 11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of 18th Annual General Meeting & Final Dividend. The company has fixed Friday September 20, 2024 as record date for the purpose to determine the shareholders who are entitled for Dividend subject to approval of shareholders in ensuing AGM.

12. Members desirous of obtaining any information on the Annual Report and operations of the Company are requested to write to the Company at investors@southwestpinnacle.com at least ten days before the Meeting, so that the information required will be made available at the Annual General Meeting.
13. 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, shareholding, Committee details and relationships between Directors inter-se, are provided in the Corporate governance report in the Board's Report forming part of the Annual Report.
14. The Board of Directors in their meeting held on May 29, 2024 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, 2024 to non-promoter shareholders of the company.
15. SEBI vide its Circular No. SEBI/HO/MIRSD /DOP1/CIR/P/2018/73 dated April 20, 2018 and amended thereafter has mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use permissible modes for electronic remittance of dividend. Further, pursuant to MCA General Circular 20/2020 dated May 5, 2020, companies are directed to credit the dividend directly to the bank accounts of the Members using Electronic Clearing Service.
16. The final dividend, once approved by the Members, will be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in demat mode) and with the registrars and transfer agents (where shares are held in physical mode) to receive dividends directly into their bank account.
17. Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Friday September 20, 2024.
18. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.
19. The payment of final equity dividend, if approved by the Members at the 18th Annual General Meeting subject to deduction of tax at source will be made on or before Saturday, October 26, 2024 as under: -
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data (100% in demat mode) as may be made available to the Company by the National

Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of business hours on Friday September 20, 2024.

20. 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.
21. 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.
22. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to the register the same with their Depository Participant(s) (DP) in case the shares are held by them in electronic form and with Link In time India Private Limited., Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
23. As per the provision of Section 149(7) 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.
24. 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.
25. 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.
26. 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.
27. As per the Income-tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 1, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to members at the time of distribution or payment

INSTRUCTION REGARDING TAX DEDUCTION AT SOURCE (TDS)

of dividend. The tax so deducted will be paid to the credit of the Central Government. The Company will comply with this provision made while paying the dividend.

28. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company in accordance with the applicable provisions of the Act. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC, etc., to their Depository Participants in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
29. A separate email was sent at the registered email id of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source of the final equity dividend payout. The intimation was also uploaded on the website of the Company at www.southwestpinnacle.com
30. 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://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
31. 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 or with depository participants.

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, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the latest being dated September 25, 2023 and other applicable circulars 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 electronic voting on the date of the AGM will be provided by NSDL. The details of the process and manner for remote e-voting for individuals, non- individuals and members are explained herein below:
- ii. The remote e-voting period commences on Tuesday, September 24, 2024 (9:00 A.M. IST) and ends on Thursday, September 26, 2024 (5:00 P.M. IST). During this period, Members holding shares, as on cut-off date i.e September 20, 2024, 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 M/s 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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

v. Pursuant to Regulation 44 of the Listing Regulations as amended, the voting results will be declared within two working days of the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company and the website of NSDL e-voting i.e. www.evoting.nsdl.com and communicated to the Stock Exchanges where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company.

vi. 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.

vii. 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.

viii. 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.evoting.nsdl.com> or (<http://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 AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 24, 2024 (9:00 A.M. IST) and ends on Thursday, September 26, 2024 (5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 20, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Friday, September 20, 2024.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-0911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders 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 i.e. a .pdf file. Open the .pdf file. 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'.
 - (ii) 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 “[Forgot User Details/Password?](#)”(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 etc.
 - d) 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 evoting@nsdl.co.in.
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 on www.evoting.nsdl.com to reset the password.
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 at 022 - 4886 7000 or

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAVE FORGOTTEN THE PASSWORD

1. Shareholders/ Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
3. For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
4. During the voting period, Shareholders/ Members can login any number of time till they have voted on

the resolution(s) for a particular “Event”.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@southwestpinnacle.com
2. In case shares are held in demat mode, 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 secretarial@southwestpinnacle.com
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Annual General Meeting 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 Annual General Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
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 Annual General Meeting shall be the same person mentioned for Remote E-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.**

After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 Friday September 20, 2024, and not casting their vote electronically, may only cast their vote through e voting 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. Friday September 20, 2024 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 Tuesday, September 24, 2024 (9:00 a.m. IST) and ends on Thursday, September 26, 2024 (5:00 p.m. IST).
 4. The Scrutinizer shall within a period of not exceeding two (2) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least 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. .

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.

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 Friday, September 20, 2024. 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. Friday, September 20, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@southwestpinnacle.com

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

Sd/-
Vikas Jain
Chairman & Managing Director
DIN: 00049217

Place: Gurugram
Date: August 12, 2024

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

As required by section 102 of the Companies Act, 2013 (The 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 STATUTORY AUDITOR OF THE COMPANY & TO FIX THEIR REMUNERATION

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 13th Annual General Meeting ('AGM') of the Company held on September 14, 2019 had approved appointment of M/s. Doogar & Associates, Chartered Accountants (Reg. No.000561N) as the Statutory Auditors of the Company to hold office from the conclusion of the 13th AGM till the conclusion of the 18th AGM of the Company to be held in the year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has based on the recommendation of the Audit Committee, proposed the reappointment of M/s. Doogar & Associates as the Statutory Auditors of the Company for the second consecutive term of five years from the conclusion of 18th AGM till the conclusion of 23rd AGM of the Company to be held in the year 2029. The company will pay the remuneration of Rs. 6,00,000 per month as the audit fee as recommend by the audit committee and mutually decided between the auditor and the company.

M/s Doogar & Associates (D&A), the Partnership firm was established and registered in 18/11/1976 with The Institute of Chartered Accountants of India (Registration No. FRN 000561N) and has its registered office at 13, Community Centre, East of Kailash, New Delhi, Delhi - 110065. The firm is also empaneled with Comptroller and Auditor General of India (No. DE-0372) Reserve Bank of India (Unique code No. 103052), Category 1. Further the firm is also empaneled with Indian Bank Association, NHAI, SEBI. The firm has team of over 100 People including 8 nos. of Partners, Qualified Professionals, associated Ex- Bankers, Semi qualified Audit Assistant and Article staff.

M/s Doogar & Associates (D&A) have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Board of Directors therefore recommends the resolution at item no.4 for approval by Members as a Ordinary resolution.

None of the Directors, key managerial personnel and /or their relatives, except M/s Doogar & Associates (D&A), is concerned or interested in the Resolution at the item no.4 of accompanying notice.

Item No 5**APPROVAL OF THE APPOINTMENT OF MR. RAJENDRA PRASAD RITOLIA (DIN: 00119488) AS A NON-EXECUTIVE (PROFESSIONAL) DIRECTOR OF THE COMPANY**

Mr. Rajendra Prasad Ritolia, Independent Director of the company ceased to be a Director of the Company w.e.f 31st March, 2024 due to end of his 2nd term as an Independent Director. Further, in accordance with Section 149(10) and (11) of the Companies Act, 2013, no independent director shall hold office for more than two consecutive terms but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director. Further, in accordance to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 read with SEBI (Listing Obligation and Disclosure Requirement) (Amendment) Regulations 2018, any Non-Executive Director who has attained the age of seventy-five years can appoint unless a special resolution is passed to that effect.

Mr. R. P. Ritolia is a stalwart in Coal Industry, held highest post in Coal Department and has extensive knowledge and expertise in the field and the Company places on record his invaluable contribution made during his tenure as Independent Director of the Company.

Based on recommendation of Nomination and Remuneration Committee and considering his background, experience, contribution, business knowledge, skills & expertise, the management is of the view that the continued association of Mr. Rajendra Prasad Ritolia would be beneficial to the Company and it is desirable to continue to avail his services on the Board of Directors of the Company. Therefore, the Board of Directors of the Company in their meeting held on August 12, 2024, appointed Mr. Rajendra Prasad Ritolia as an Additional (Non-Executive & Professional Director) of the Company w.e.f August 12, 2024 subject to approval of Members in this AGM and in terms of provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association (AOA) of the Company.

The Company has received a declaration from Mr. Rajendra Prasad Ritolia to the effect that he is eligible for his appointment as a non-independent director. Further, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board of Directors therefore recommends the resolution at item no.5 for approval by Members as a Special resolution.

None of the Directors, key managerial personnel and /or their relatives, except Mr. Rajendra Prasad Ritolia himself, is concerned or interested in the Resolution at the item no.5 of accompanying notice.

Item No 6**APPROVAL OF THE APPOINTMENT OF MR. HARI NARAIN SINGH RAJPOOT (DIN: 00080836) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Pursuant to 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with other applicable provisions, the Company is required to have an optimum combination of Executive, Non-Executive and Independent Directors on its board.

Mr. Rajendra Prasad Ritolia was for the first time appointed as an Independent Director of the Company for a period of three years w.e.f April 01, 2019 (i.e upto March 31, 2021) and was again re-appointed for his second term of three years

from April 01, 2021 to March 31, 2024. Accordingly, the second term of Mr. Rajendra Prasad Ritolia was completed on March 31, 2024 and he cannot be reappointed as an Independent Director on the Board of Directors of South West Pinnacle Exploration Limited in accordance to Section 149(10) and (11) of the Companies Act, 2013, read with SEBI (Listing Obligation and Disclosure Requirement Regulations) 2015.

Therefore, based on the performance evaluation, business knowledge, skills, experience & expertise and also the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Hari Narain Singh Rajpoot as an Independent Director(Non-Executive) of the Company w.e.f June 30, 2024 for a period of consecutive years from June 30, 2024 to June 29, 2027 subject to approval of Members in this AGM and in terms of provisions of Section 149, 161(1) of the Companies Act, 2013 read with the Articles of Association (AOA) of the Company and he will not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Hari Narain Singh Rajpoot fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management of the Company.

The Company has received the following declarations from Mr. Hari Narain Singh Rajpoot

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and
- (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Copy of the letter of appointment of Independent Director setting out the terms and conditions of appointment will be available for inspection by the members during the AGM upon log-in to NSDL e-voting system at www.evoting.nsdl.com.

The Board of Directors recommends the resolution at item no.6 for approval by the Members as a Special Resolution. None of the Directors, key managerial personnel and/or their relatives, except Mr. Hari Narain Singh Rajpoot himself, is concerned or interested in the Resolution at the item no.6 of accompanying notice.

Item No 7

ALTERATION/ADDITION OF NEW OBJECT IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company is presently engaged in the business of providing end to end drilling, exploration and other allied services. The Company has on evaluation found that some new opportunities are available similar to the existing business of the Company. These new businesses can therefore be conveniently carried out either directly in the Company or through joint venture etc., which will grow the Company in future. These businesses would ordinarily be available either by way of direct

acquisition or otherwise, including through National Company Law Tribunal etc. Accordingly, the existing objects clause III(A) of the Memorandum of Association of the Company is proposed to be suitably altered / amended in order to avail the said opportunity whenever available to the Company in future. In view of the above, the Company has proposed to incorporate a new clause in the Main Object of the Memorandum of Association to enable it to avail such suitable opportunities in future.

The Amendment in Main Objects of Memorandum of Association is being carried out in compliance with the provisions of section 4 & 13 of the Companies Act, 2013 by way of passing a Special Resolution by the Members in this AGM.

Your Directors, accordingly, recommend the Special Resolution at item no. 7 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of the Directors and KMP is concerned or interested in the resolution at the item no. 7 of accompanying notice.

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

**Place: Gurugram
Date: August 12, 2024**

**Sd/-
Vikas Jain
Chairman & Managing Director
DIN: 00049217**

ANNEXURE-A

Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment/re-appointment vide item no. 05 & 06 are as follows: -

Name	Mr. Hari Narain Singh Rajpoot	Mr. Rajendra Prasad Ritolia
Designation	Independent Director	Non-Executive Director
Date of Birth	03.04.1957	08.07.1948
Date of Appointment/re-appointment	June 30, 2024	August 12, 2024
Nationality	Indian	Indian
Qualifications	Science Graduate, Master in Economics and a Law Graduate. He is also a fellow member of the Institute of Company Secretaries of India, associate member of Institute of Cost Accountants of India and professional member of All India Management Association	Post graduate in Mining from Leoben, Austria (under UNO scholarship) and post-graduate diploma in Management from AIMA
Expertise in specific functional areas	<p>He has over 46 years of hands-on experience with reputed corporates. He has very rich exposure in corporate laws, Securities laws, General Laws, Finance, Commercial & General Management. He joined RPG Enterprises in 1987 and has served four entities of the Group. Lastly, he served tyre major CEAT Limited of the Group as Vice – President (Legal) and Company Secretary, till June 2020.</p> <p>He was also nominated as Audit Committee member of four- Sri Lankan joint venture company of CEAT Limited. Currently, he is the Managing Director of a consulting company and trustee of RPG Foundation, a public trust. Also, he is sitting on the boards of 6 companies including</p>	Held the position of Former Chairman-cum-Managing Director of Central Coalfields Ltd, Ranchi, India and advisor(Coal) to Managing Director, Tata Steel Ltd and also recipient of several awards like Dewan Bahadur DD Thacker Gold Medal Award for outstanding contribution to Coal Mining Industry by MGMI Indira Gandhi Memorial National Award 2007 for Best PSU Chief Executive, Award of Excellence by Indian Mine Managers' Association & Lifetime Achievement Award by National Institute of Personnel Management.

	<p>two listed companies and two NBFC companies. He is also serving as Member/Chairman of committees of directors constituted by the said companies. Also has also been very actively involved in functioning of Professional Bodies and Industry Forums and was a Member of the Finance and Banking Committee of PHD Chambers of Commerce and Industry., Capital Markets Committee of the Bombay Chamber of Commerce and Industry & Corporate Laws Committee of the Federation of Indian Chambers of Commerce and Industry, New Delhi.</p> <p>He had served as Hon. Secretary, Vice Chairman and Chairman of Lucknow Chapter of Institute of Company Secretaries of India. He has also served as Vice Chairman of Professional Development Committee of Northern India Regional Council of the Institute of Company Secretaries of India.</p>	
Directorship held in other Companies (excluding Foreign Company)	<p>a. FGP Limited b. Summit Securities Limited c. Janpragati Electoral Trust d. RPG Ventures Limited e. Mantle Advisors Private Limited f. RPG Industries Private Limited g. Carniwal Investment Limited</p>	<p>a. Orissa Alloy Steel Private Limited b. Orissa Metaliks Private Limited c. GP Eco Solutions India Limited d. Vikriti Power Limited e. Matsya Shipping & Ports Private Limited f. Jai Balaji Industries Limited g. PL Surya Vidyut Limited h. PL Sunrays Power Limited i. PL Solar Renewable Limited</p>
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	<p>Member (5) i. Member of SRC –FGP Limited and Summit Securities Limited ii. Member of AC –FGP Limited, Summit Securities Limited and Carniwal Investments Limited</p> <p>Chairperson (3) i. Chairman of SRC – FGP Limited and Summit Securities Limited ii. Chairman of AC – Carniwal Investments Limited</p>	NIL

Number of shares held in the Company	NIL	NIL
Inter-se Relationship between Directors	No	No

By order of the Board
For South West Pinnacle Exploration Limited

Place: Gurugram
Date: August 12, 2024

Sd/-
Vikas Jain
Chairman & Managing Director
DIN: 00049217