

Swan Energy Limited

(Formerly Swan Mills Limited)

6, Feltham House, 2nd Floor, 10 J. N. Heredia Marg, Ballard Estate, Mumbai 400001.

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CIN: L17100MH1909PLC000294

Swan/nse/bse

25th April, 2019

Dept. of Corporate Compliances,
National Stock Exchange Limited,
Exchange Plaza, Plot No. C/I, G Block,
Bandra –Kurla Complex, Bandra-east,
Mumbai – 400 051

Listing Department
Bombay Stock Exchange Limited
P.J. Tower, Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 503310 (BSE) & SWANENERGY (NSE)

Dear Sir/Madam,

Subject: Announcement – Postal Ballot Notice

With reference to our letter dated 18th April, 2019 on the captioned subject, please find enclosed copy of Notice of Postal Ballot with respect to the Company's proposal of seeking approval of the members for the following Special Resolutions through Postal Ballot.

1. Continuation of present tenure of directorship of Mr. Navinbhai Dave, aged above 75 years, as a Chairman and Non-Executive Director, with effect from April 1, 2019;
2. Continuation of present tenure of directorship of Mr. Rajkumar Sukhdevsinhji, aged above 75 years, as a Non-Executive Independent Director, with effect from April 1, 2019;
3. Continuation of present tenure of directorship of Mr. Pitamber Teckchandani, aged above 75 years, as a Non-Executive Independent Director, with effect from April 1, 2019;
4. Continuation of present tenure of directorship of Mr. Rajatkumar Das Gupta aged above 75 years, as a Non-Executive Independent Director, with effect from April 1, 2019;

This is for the information of the Exchange, investors and all other concerned please.

Thanking you,

Yours faithfully,

For Swan Energy Limited



(Arun S. Agarwal)
Company Secretary

Encl: As above

SWAN ENERGY LIMITED

6, Feltham House, 2nd Floor, 10, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001.
Tel.: 022-40587300. Fax: +91-22-40587360. Email: swan@swan.co.in
CIN: L17100MH1909PLC000294

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 ('Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015, that the Special Resolutions appended below are proposed to be passed as Special Resolutions by Postal Ballot/E-voting.

SPECIAL BUSINESS:

1. **CONTINUATION OF DIRECTORSHIP OF MR. NAVINBHAI C. DAVE, AGED ABOVE 75 YEARS, AS A CHAIRMAN AND NON-EXECUTIVE DIRECTOR**

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

“RESOLVED THAT in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, consent and approval of the Company be and is hereby accorded for continuation of the directorship of Mr. Navinbhai C. Dave (DIN: 01787259), aged above 75 years, as the Chairman and Non-Executive Director of the Company with effect from April 1, 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this Resolution.”

2. **CONTINUATION OF DIRECTORSHIP OF MR. RAJKUMAR SUKHDEVSINHJI, AGED ABOVE 75 YEARS, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“RESOLVED THAT in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, consent and approval of the Company be and is hereby accorded for continuation of the directorship of Mr. Rajkumar Sukhdevsinhji (DIN: 00372612), aged above 75 years, as the Non-Executive Independent Director of the Company upto 28th September, 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this Resolution.”

3. **CONTINUATION OF DIRECTORSHIP OF MR. PITAMBER S. TECKCHANDANI, AGED ABOVE 75 YEARS, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“RESOLVED THAT in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, consent and approval of the Company be and is hereby accorded for continuation of the directorship of Mr. Pitamber S. Teckchandani (DIN: 00319820), aged above 75 years, as the Non-Executive Independent Director of the Company upto 28th September, 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this Resolution.”

4. **CONTINUATION OF DIRECTORSHIP OF MR. RAJAT KUMAR DASGUPTA, AGED ABOVE 75 YEARS, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“RESOLVED THAT in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, consent and approval of the Company be and is hereby accorded for continuation of the directorship of Mr. Rajat Kumar Dasgupta (DIN: 01725758), aged above 75 years, as the Non-Executive Independent Director of the Company upto 28th September, 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

Arun S. Agarwal
Company Secretary & Compliance Officer

Mumbai, 14th March, 2019

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the resolutions and the reason thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday, April 12, 2019 (cut-off date).
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, April 12, 2019.
4. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 06:00 P.M.) on Friday, May 24, 2019.
5. In compliance of applicable provisions and Regulations, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. The e-voting period commences on Thursday, 25th April, 2019 at 9.00 A.M and ends on Friday, 24th May, 2019 at 5.00 P.M. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.swan.co.in
8. Members can opt for only one mode of voting, i.e., either by physical postal ballot or remote e-voting. However, in case Members cast their vote by physical postal ballot and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
9. In case a Member is desirous of obtaining physical postal ballot in printed form, the Member may write to invgrv@swan.co.in The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
10. The Company has appointed CS Jignesh Pandya, Practicing Company Secretary (C. P No. 7318) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any director of the Company duly authorized, within 48 hours after the completion of e-voting period and will also be displayed on the Company website (www.swan.co.in), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The decision of the Scrutinizer on the validity of the Ballot Forms and any other related matter shall be final.
13. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 6:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
14. The process and manner in which e-Voting is to be carried out is given below:

Step 1:

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. 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.

iv. 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***

v. 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 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, your ‘initial password’ is communicated to you on your postal address.
- vi. 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.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Step 2:

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 jigneshpandyacs@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 on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****Item No 1:**

At the 110th Annual General Meeting held on September 11, 2018, Mr. Navinbhai C. Dave, Chairman and non-executive director, retired by rotation and being eligible, was re-appointed as the Director of the Company. He has attained the age of 75 years.

Regulation 17 (1A) of SEBI (LODR) (Amendment) Regulations, 2018, inter-alia, prescribes that Listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

Mr. Navinbhai C. Dave has been a pillar of strength and inspiration for the company for nearly three decades. His wide business experience, expertise, moderating influence and quite demeanor has been an asset to the company. Since inception, he, with his tireless working, devotion and valuable contributions, has helped immensely in turning around the company and bringing it in the top 500 companies of India. Considering his dynamic leadership and versatile personality, the Nomination and Remuneration Committee and the Board of Directors of the company, at their respective meetings held on 11th February, 2019, has recommended his continuation as the Chairman and Non-executive Director of the company, effective from April 1, 2019.

None of the Directors or KMPs or their relatives, other than Mr. Navinbhai C. Dave, are interested or concerned in the said Resolution.

The Board recommends passing of the Special Resolution at item no.1

Brief profile and particulars of the Director proposed to be continued as a Director:

Resolution / Item No.	1
Name of Director	Mr. Navinbhai C. Dave
Age	80 years
Date of Birth	25-10-1938
Date of appointment on the Board	26-12-1989
Qualification / Expertise in specific field	Inter commerce. Eminent industrialist and public personality, social oriented philanthropist and Educationist
Names of other companies in which he holds Directorships	1. Image Publications Private Limited 2. Sunflower Schools Solutions Private Limited 3. Sunflower Overseas Private Limited 4. Sunflower Financial Services Private Limited 5. Dave Securities Pvt Ltd
Companies in which he is MD, CEO, WTD, Secretary, CFO, Manager	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the company	Chairman – Stakeholders Relationship Committee
Chairman/Member of the Committee(s) of the Board of Directors of the other companies in which he is a Director	Nil
Number of meetings of the Board attended during the year	11 (eleven) during the financial year 2017-18 out of 11 meetings 6 (Six) during the financial year 2018-19 out of 6 meetings
Shareholding in the Company	Nil
Relationship with other Directors, Manager, KMPs	None

Item No 2 to 4:

At the 106th AGM held on 29th September, 2014, Mr. Rajkumar Sukhdevsinhji, Mr. Pitamber S. Teckchandani and Mr. Rajat Kumar Dasgupta were appointed as non-executive independent directors of the company for a term of 5 (five) consecutive years from 29th September, 2014 to 28th September, 2019. All the above three directors have attained the age of 75 years.

Regulation 17 (1A) of SEBI (LODR) (Amendment) Regulations, 2018, inter-alia, prescribes that Listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

All the above three independent directors are the domain experts in the field of Oil & Gas sector with vast experience of more than 50 years. Their guidance is of paramount importance for the company for its upcoming greenfield LNG port facility project, utilizing FSRU with a regasification capacity of 5 MMTPA of LNG at Gujarat. The, project, costing INR 6000 crores, is being set up through 2 (two) subsidiary companies.

Considering the importance and requirement of all the above three independent directors due to their vast experience and expertise in the Oil & Gas sector, the Nomination and Remuneration Committee and the Board of Directors of the company, at their respective meetings held on 11th February, 2019, has recommended the continuation of all the above three directors as the Non-executive independent directors of the company till completion of their term, i.e., 28th September, 2019.

The above Directors are interested in the respective resolution for their continuation as a director. None of the other Directors or KMPs or their relatives, are interested or concerned in the said Resolution.

The Board recommends passing of the Special Resolution at item no.2, 3 and 4.

Brief profile and particulars of the Director proposed to be continued as a Director:

Resolution / Item No.	2
Name of Director	MR. RAJKUMAR SUKHDEVSINHJI
Age	82 years
Date of Birth	06-08-1936
Date of appointment on the Board	15-11-2010
Qualification / Expertise in specific field	Graduate-Economics, Ex-Chairman & MD, BPCL; Ex-MD, Essar Oil Ltd. 55 years experience in all functional areas related to Oil & Gas Sector
Names of other companies in which he holds Directorships	<ol style="list-style-type: none"> 1. Asahi Songwon Colors Limited (Lucky Laminates) 2. EPC Offshore Subsea Projects Limited 3. Essar Oil and Gas Exploration and Production Limited 4. Essar Advisory Services Limited 5. Essar Steel Metal Trading Limited 6. Essar Services India Private Limited 7. The Hospital & Nursing Home Benefits Association 8. Niwas Residential & Commercial Properties Private Limited 9. EPC Constructions India Limited
Companies in which he is MD, CEO, WTD, Secretary, CFO, Manager	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the company	Member – Audit Committee
Chairman/Member of the Committee(s) of the Board of Directors of the other companies in which he is a Director	Nil
Number of meetings of the Board attended during the year	9 (nine) during the financial year 2017-18 out of 11 meetings 5 (five) during the financial year 2018-19 out of 6 meetings
Shareholding in the Company	Nil
Relationship with other Directors, Manager, KMPs	None

Brief profile and particulars of the Director proposed to be continued as a Director:

Resolution / Item No.	3
Name of Director	Mr. PITAMBER S. TECKCHANDANI
Age	81 years
Date of Birth	07-02-1938
Date of appointment on the Board	22-12-2005
Qualification / Expertise in specific field	Graduate- Mechanical Engineering. 50 years experience in Oil & Gas Sector
Names of other companies in which he holds Directorships	1. Seragene Diagnostics Private Limited
Companies in which he is MD, CEO, WTD, Secretary, CFO, Manager	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the company	Member – Nomination & Remuneration Committee
Chairman/Member of the Committee(s) of the Board of Directors of the other companies in which he is a Director	Nil
Number of meetings of the Board attended during the year	9 (nine) during the financial year 2017-18 out of 11 meetings 4 (four) during the financial year 2018-19 out of 6 meetings
Shareholding in the Company	Nil
Relationship with other Directors, Manager, KMPs	None

Brief profile and particulars of the Director proposed to be continued as a Director:

Resolution / Item No.	4
Name of Director	Mr. RAJAT KUMAR DASGUPTA
Age	82 years
Date of Birth	02-11-1936
Date of appointment on the Board	16-08-2007
Qualification / Expertise in specific field	MTech-IIT-Mechanical Engineering. 50 years experience in the field of Product development, Energy conservation in Green field projects.
Names of other companies in which he holds Directorships	1. RDMA Consultants Private Limited
Companies in which he is MD, CEO, WTD, Secretary, CFO, Manager	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the company	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the other companies in which he is a Director	Nil
Number of meetings of the Board attended during the year	3 (three) during the financial year 2017-18 out of 11 meetings 5 (five) during the financial year 2018-19 out of 6 meetings
Shareholding in the Company	Nil
Relationship with other Directors, Manager, KMPs	None

By Order of the Board of Directors

Arun S. Agarwal
Company Secretary & Compliance Officer

Mumbai, 14th March, 2019

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SWAN ENERGY LIMITED

6, FELHAM HOUSE, 2ND FLOOR, J N HERDIA MARG, BALLARD ESTATE MUMBAI – 400001

CIN: L17100MH1909PLC000294

Tel. No.: 022 - 40587300

Website : www.swan.co.in

Email: swan@swan.co.in

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered address of the Sole/ :
first named Member (in BLOCK LETTERS)

2. Name(s) of the joint Member(s), if any : Pin - .

3. Registered Folio Number/ DP ID No./Client ID No.* :
*(Application to investors holding shares in dematerialized Form)

4. Number of Share(s) held :

I/We hereby exercise my / our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (v) mark at the appropriate box below.

Sr. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	CONTINUATION OF DIRECTORSHIP OF MR. NAVINBHAI C. DAVE, AGED ABOVE 75 YEARS, AS A CHAIRMAN AND NON-EXECUTIVE DIRECTOR.			
2.	CONTINUATION OF DIRECTORSHIP OF MR. RAJKUMAR SUKHDEVSINHJI, AGED ABOVE 75 YEARS, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR.			
3.	CONTINUATION OF DIRECTORSHIP OF MR. PITAMBER S. TECKCHANDANI, AGED ABOVE 75 YEARS, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR.			
4.	CONTINUATION OF DIRECTORSHIP OF MR. RAJAT KUMAR DASGUPTA, AGED ABOVE 75 YEARS, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR.			

Place:

Date:

Signature of the Member

-----X-----X-----X-----

Following Particulars to be used only in case Member opts for e-voting

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password/PIN
110627		

Please read the instructions printed overleaf before exercising the e-vote.

INSTRUCTIONS

1. General Instructions:

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Postal Ballot Form/E-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the **Scrutinizer, C/o Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excellus, Lower Parel (East), Mumbai – 400 011** in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the RTA appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Postal Ballot Form should reach the RTA not later than the close of working hours by **6.00 p.m. on Friday, 24th May, 2019**. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the RTA not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the Notice of Postal Ballot of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

3. Process for Members opting for E-Voting:

- l. In case of members receiving the Ballot Form by Post:
User ID and initial password is provided at the bottom of the Ballot Form.
- m. If you are already registered with NSDL for e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, e-voting user manual for shareholders available at the Downloads section on NSDL E-voting website: www.evoting.nsdl.com, you can also send your queries/ grievances relating to e-voting to the e-mail ID:- invgrv@swan.co.in
- o. The period for e-voting starts on **Thursday, 25th April, 2019 at 9.00 a.m. and ends on Friday 24th May, 2019 at 5.00 p.m.**