

# 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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**Certified true copy of the Special Resolution passed through Postal Ballot on 20<sup>th</sup> January, 2014, for which Notice dated 4<sup>th</sup> December, 2013 pursuant to Section 192A of the Companies Act, 1956 was dispatched on 16<sup>th</sup> December, 2013 and result declared by the Chairman at 4.00 P.M. on 20<sup>th</sup> January, 2014 at the Registered office of the Company**

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**"RESOLVED THAT**

- i) Pursuant to Section 13, 14 and 94(1) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to approvals, consents, permissions and sanctions, if any, required from SEBI / Stock Exchange(s) / RBI or any other appropriate Authority / Institution and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent and approval of the members be and is hereby accorded for altering the Share capital of the Company by sub-dividing / splitting the existing 1 (one) Equity Shares of Rs. 2/- (Rupees Two) each into 2 (Two) Equity shares of Rs. 1/-(Rupee One) each.
- ii) the Board be and is hereby authorized to decide the Record date for the purpose of identifying the shareholders for said sub-division of Equity shares and to call back the physical share certificates, if any, from the members and issue new share certificates in the aforesaid proportion and to credit the sub-divided shares in place of existing shares held by members in demat form as on record date through execution of Corporate action with Depositories.

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

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

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

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

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

**Certified True Copy  
For Swan Energy Limited**



(Arun S. Agarwal)  
Company Secretary