

# 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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CTN: L17100MH1909PLC000294

Swan/nse/bse

12<sup>th</sup> September, 2018

Dept. of Corporate Compliances,  
National Stock Exchange Limited,  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra –Kurla Complex, Bandra-east,  
Mumbai – 400 051.

Dept. of Corporate Service,  
Bombay Stock Exchange Limited  
P.J. Tower, Dalal Street, Fort  
Mumbai – 400 001.

Dear Sir / Madam,

Sub: Submission of voting results of 110<sup>th</sup> AGM of the Company held on Tuesday, 11<sup>th</sup> September, 2018

Ref: Regulation 44(3) of the SEBI (LODR) Regulations 2015

We wish to inform that all the 5 (Five) Resolutions, as set out in the Notice dated 09<sup>th</sup> August, 2018, convening 110<sup>th</sup> AGM, stands passed by the members in view of the Scrutinizer's Report received and result declared by the Chairman of the meeting today, i.e., Wednesday, 12<sup>th</sup> September, 2018 at 11.00 A.M. at the registered office of the Company.

In this regard, please find enclosed following.

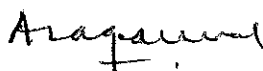
- i- Voting Result in the prescribed format in terms of Regulation 44 (3) of SEBI (LODR) Regulations, 2015;
- ii- Scrutinizer's Report.

Please find the above in order and acknowledge the receipt.

Thanking You,

Yours faithfully,

For Swan Energy Limited



(Arun S. Agarwal)  
Company Secretary



Encl: As above

ANNEXURE I

Date of the AGM	11 <sup>th</sup> September, 2018
Total number of shareholders on record date	7,742
No. of shareholders present in the meeting either in person or through proxy::	
i. Promoters and Promoter Group	11
ii. Public	54
No. of Shareholders attended the meeting through Video Conferencing:	NIL
i. Promoters and Promoter Group	
ii. Public	

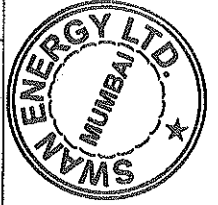


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1. AGENDA WISE

Mode of voting: E-voting and Poll through Ballot at AGM

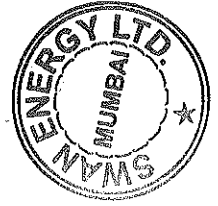
Resolution No. 1 – Ordinary Resolution		Adoption of IND AS Financial Statements (standalone & consolidated)									
Whether promoter/ promoter group are interested in the agenda/resolution	No	No. of shares held	No. of votes polled	% of votes on shares outstanding	No. of Votes in favour	No. of Votes against	% of Votes in favour polled	% of Votes against on votes polled	Category	Mode of voting	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7) = [(5)/(2)]*100			
Promoter and Promoter Group		15,85,00,000	15,85,00,000	100.00	15,85,00,000	0	100.00	0			
	E-voting	0	0	0	0	0	0	0			
	Poll	0	0	0	0	0	0	0			
Public Institutions		15,85,00,000	15,85,00,000	100.00	15,85,00,000	0	100.00	0			
	E-voting	0	0	0	0	0	0	0			
	Poll	0	0	0	0	0	0	0			
Public-Non-Institutions		2,09,94,577	2,09,94,577	100.00	2,09,94,574	3	99.99	0.01			
	E-voting	4,907	4,907	100.00	4,907	0	100.00	0			
	Poll	0	0	0	0	0	0	0			
Total		2,09,99,484	2,09,99,484	100.00	2,09,99,481	3	99.99	0.01			
	Total	17,94,99,484	17,94,99,484	100.00	17,94,99,481	3	99.99	0.01			



Resolution No. 2 –  
Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 2018

Whether promoter/ promoter group are interested in the agenda/resolution	No									
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes on shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100		
		(1)	(2)	(3)	(4)	(5)	(6)	(7)		
Promoter and Promoter Group	E-voting	15,85,00,000	15,85,00,000	100.00	15,85,00,000	0	100.00	0		
	Poll	0	0	0	0	0	0	0		
	Postal Ballot(if applicable)	0	0	0	0	0	0	0		
	Total	15,85,00,000	15,85,00,000	100.00	15,85,00,000	0	100.00	0		
Public Institutions	E-voting	0	0	0	0	0	0	0		
	Poll	0	0	0	0	0	0	0		
	Postal Ballot(if applicable)	0	0	0	0	0	0	0		
	Total	0	0	0	0	0	0	0		
Public-Non-Institutions	E-voting	2,09,94,577	2,09,94,577	100.00	2,09,94,574	3	99.99	0.01		
	Poll	4,907	4,907	100.00	4,907	0	100.00	0		
	Postal Ballot(if applicable)	0	0	0	0	0	0	0		
	Total	2,09,99,484	2,09,99,484	100.00	2,09,99,481	3	99.99	0.01		
	Total	17,94,99,484	17,94,99,484	100.00	17,94,99,481	3	99.99	0.01		



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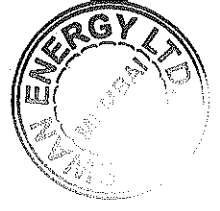
Appointment of Mr. Navinbhai Dave as a Director, who retires by rotation and being eligible, offers himself for re-appointment									
Resolution No. 3 – Ordinary Resolution	No								
Whether promoter group are interested in the agenda/resolution	No								
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes on shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes against	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-voting	(1) 15,85,00,000	(2) 15,85,00,000		(4) 15,85,00,000	0	100.00	0	0
	Poll	0	0		0	0	0	0	0
	Postal Ballot(if applicable)	0	0		0	0	0	0	0
	Total	15,85,00,000	15,85,00,000	100.00	15,85,00,000	0	100.00	0	0
Public – Institutions	E-voting	0	0		0	0	0	0	0
	Poll	0	0		0	0	0	0	0
	Postal Ballot(if applicable)	0	0		0	0	0	0	0
	Total	0	0		0	0	0	0	0
Public-Non-Institutions	E-voting	2,09,94,577	2,09,94,577	100.00	2,04,91,679	5,02,898	97.60		2.40
	Poll	4,907	4,907	100.00	4,907	0	100.00		0
	Postal Ballot(if applicable)	0	0		0	0	0		0
	Total	2,09,99,484	2,09,99,484	100.00	2,04,96,586	5,02,898	97.60		2.40
Total		17,94,99,484	17,94,99,484	100.00	17,89,96,586	5,02,898	99.72		0.28



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Ratification of Cost Auditor's Remuneration

Resolution No. 4 – Ordinary Resolution	Whether promoter/ group are interested in the agenda/resolution	Mode of voting	No. of shares held	No. of votes polled	% of votes on shares outstanding (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	No		(1)	(2)		(4)	(5)		
Promoter and Promoter Group		E-voting Poll Postal Ballot(if applicable) Total	15,85,00,000 0 0	15,85,00,000 0 0	100.00 0 0	15,85,00,000 0 0	0 0 0	100.00 0 0	0 0 0
Public Institutions		E-voting Poll Postal Ballot(if applicable) Total	15,85,00,000 0 0	15,85,00,000 0 0	100.00 0 0	15,85,00,000 0 0	0 0 0	100.00 0 0	0 0 0
Public-Non-Institutions		E-voting Poll Postal Ballot(if applicable) Total	2,09,94,577 4,907 0	2,09,94,577 4,907 0	100.00 100.00 0	2,09,94,574 4,907 0	3 0 0	99.99 100.00 0	0.01 0 0
Total		Total	17,94,99,484	17,94,99,484	100.00	17,94,99,481	3	99.99	0.01

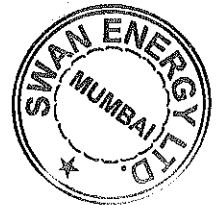


Resolution No. 5 – Special Resolution		Raising of Capital									
Whether promoter group are interested in the agenda/resolution	Mode of voting	No. of shares held	No. of votes polled	% of votes on shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100			
Category		(1)	(2)	(3)	(4)	(5)	(6)	(7)			
Promoter and Promoter Group	E-voting	15,85,00,000	15,85,00,000	100.00	15,85,00,000	0	100.00	0			
	Poll	0	0	0	0	0	0	0			
	Postal Ballot(if applicable)	0	0	0	0	0	0	0			
	Total										
Public Institutions	E-voting	15,85,00,000	15,85,00,000	100.00	15,85,00,000	0	100.00	0			
	Poll	0	0	0	0	0	0	0			
	Postal Ballot(if applicable)	0	0	0	0	0	0	0			
	Total										
Public-Non-Institutions	E-voting	2,09,94,577	2,09,94,577	100.00	2,04,40,876	5,53,701	97.36	2.64			
	Poll	4907	4907	100.00	4,907	0	100.00	0			
	Postal Ballot(if applicable)	0	0	0	0	0	0	0			
	Total										
Total		2,09,99,484	2,09,99,484	100.00	2,04,45,783	5,53,701	97.36	2.64			
		17,94,99,484	17,94,99,484	100.00	17,89,45,783	5,53,701	99.69	0.31			

Yours faithfully,  
For Swan Energy Limited

*Arjun S. Agarwal*

(Arun S. Agarwal)  
Company Secretary



# **JIGNESH M. PANDYA & CO.**

Company Secretaries

205, Shashi Co-op. Hsg. Soc.Ltd.  
Devidas Road, Borivali (west)  
Mumbai 400 103

Mobile:9819065068  
Email:jigneshpandyacs@gmail.com

12<sup>th</sup> September, 2018

To  
The Chairman  
Swan Energy Limited  
Mumbai

Dear Sir,

## **Report of the Scrutinizer pursuant to the Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.**

I, **Jignesh M. Pandya, Practising Company Secretary**, having office at **205, Shashi Co- Op. HSG Soc, Devidas Road, Borivali (west), Mumbai 400 103**, being appointed as the Scrutiniser by the Board of Directors of **Swan Energy Limited** (company) at its meeting held on **9<sup>th</sup> August , 2018**, for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the **110<sup>th</sup> Annual General Meeting** of the Equity shareholders of **Swan Energy Limited** held on **Tuesday, 11<sup>th</sup> September, 2018 at 10.30 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry and Agriculture (MACCIA), Oricon House, 6<sup>th</sup> Floor, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort. Mumbai – 400 001**, submit my report as under:

1. In accordance with the Notice of the **110<sup>th</sup> Annual General Meeting** dated **09<sup>th</sup> August, 2018** sent to the shareholders and the Advertisement published pursuant to Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on 21<sup>st</sup> August, 2018 in Business Standard in English and Mumbai Mitra in Marathi, the E-voting opened at 9.00 a.m. on Friday, 7<sup>th</sup> September, 2018 and remained open upto 5.00 p.m. on Monday, 10<sup>th</sup> September, 2018.
2. The equity shareholders holding shares as on 4<sup>th</sup> September, 2018, the cut off date were entitled to vote on the resolutions stated in the Notice of the 110<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked at 5.30 p.m. on 11<sup>st</sup> September, 2018 in presence of Mr. Sachin Mehta and Mr. Krishna Yadav who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).



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# JIGNESH M. PANDYA & CO.

Company Secretaries

205, Shashi Co-op. Hsg. Soc.Ltd.  
Devidas Road, Borivali (west)  
Mumbai 400 103

Mobile:9819065068  
Email:jigneshpandyacs@gmail.com

The result of the e-voting are as under:

Item No.	Particulars/ Heading of the resolution	No. of Votes Cast		% of Votes Cast	
		Favour	Against	Favour (%)	Against (%)
1.	Adoption of IND AS Financial Statements (standalone & consolidated)	179494574	3	99.99	0.01
2.	Declare a Dividend for the financial year ended 31 <sup>st</sup> March, 2018	179494574	3	99.99	0.01
3.	To appoint a Director in place of Mr. Navinbhai Dave, who retires by rotation and being eligible, offers himself for re-appointment	178991679	502898	99.72	0.28
4.	Ratification of Cost Auditor's Remuneration	179494574	3	99.99	0.01
5.	Raising of Capital	178940876	553701	99.69	0.31

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and whose votes were declared invalid for each resolution is enclosed.
6. All relevant records of electronics voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 110<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,



For **JIGNESH M PANDYA & CO.,**  
**Company Secretaries**

A handwritten signature in black ink, appearing to read "Jignesh M. Pandya".

**Proprietor**

ACS - 7346, CP - 7318

Place : Mumbai

Date : 12<sup>th</sup> September, 2018

Witnesses:

1) Mr. Sachin Mehta :

S. I. Mehta

2) Mr. Krishna Yadav :

Krishna Yadav

# **JIGNESH M. PANDYA & CO.**

Company Secretaries

205, Shashi Co-op. Hsg. Soc.Ltd.  
Devidas Road, Borivali (west)  
Mumbai 400 103

Mobile:9819065068  
Email:jigneshpandyacs@gmail.com

12<sup>th</sup> September, 2018

To  
The Chairman  
Swan Energy Limited  
Mumbai

Dear Sir,

**Report of the Scrutinizer in respect of the votes cast through e-voting and poll on the resolutions mentioned in the Notice of the 110<sup>th</sup> Annual General Meeting of the Equity Shareholders of Swan Energy Limited held on 11<sup>th</sup> September, 2018.**

I, Jignesh M. Pandya, Practising Company Secretary, having office at 205, Shashi Co-Op. HSG Soc, Devidas Road, Borivali (west), Mumbai 400 103 being appointed as the Scrutiniser by the Board of Directors of Swan Energy Limited (company) at its meeting held on 9<sup>th</sup> August, 2018 for scrutinizing e-voting process and appointed by the Chairman of 110<sup>th</sup> Annual General Meeting of the Equity shareholders of Swan Energy Limited held on 11<sup>th</sup> September, 2018 at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry and Agriculture (MACCIA), Oricon House, 6<sup>th</sup> Floor, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort. Mumbai - 400 001 for scrutinizing the poll taken on the below mentioned resolutions thereat, submit my report as under:

In respect of votes casted through E-voting facility:

1. In accordance with the Notice of the 110<sup>th</sup> Annual General Meeting dated 9<sup>th</sup> August, 2018 sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on 21<sup>st</sup> August, 2018 in Business Standard in English and Mumbai Mitra in Marathi, the E-voting opened at 9.00 a.m. on Friday, 7<sup>th</sup> September, 2018 and remained open upto 5.00 p.m. on Monday, 10<sup>th</sup> September, 2018.
2. The equity shareholders holding shares as on 4<sup>th</sup> September, 2019, cutoff date, were entitled to vote on the resolutions stated in the Notice of the 110<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked at 5.30 p.m. on 11<sup>th</sup> September, 2018 in the presence of Mr. Sachin Mehta and Mr. Krishna Yadav who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).



*[Handwritten signature]*

# JIGNESH M. PANDYA & CO.

Company Secretaries

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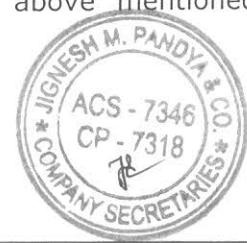
In respect of votes casted through poll at the 110<sup>th</sup> Annual General Meeting of the Company:

5. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of me and members with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Sachin Mehta and Mr. Krishna Yadav and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes casted through e-voting and poll are as under:

Item No.	Particulars/ Heading of the resolution	Mode	No. of Votes Cast		% of Votes Cast	
			Favour	Against	Favour (%)	Against (%)
1.	Adoption of IND AS Financial Statements (standalone & consolidated)	E-voting	179494574	3	99.99	0.01
		Poll	4907	0	100	0
		<b>Total</b>	<b>179499481</b>	<b>3</b>		
2.	Declare a Dividend for the financial year ended 31 <sup>st</sup> March, 2018	E-voting	179494574	3	99.99	0.01
		Poll	4907	0	100	0
		<b>Total</b>	<b>179499481</b>	<b>3</b>		
3.	To appoint a Director in place of Mr. Navinbhai Dave, who retires by rotation and being eligible, offers himself for re-appointment	E-voting	178991679	502898	99.72	0.28
		Poll	4907	0	100	0
		<b>Total</b>	<b>178996586</b>	<b>502898</b>		
4.	Ratification of Cost Auditor's Remuneration	E-voting	179494574	3	99.99	0.01
		Poll	4907	0	100	0
		<b>Total</b>	<b>179499481</b>	<b>3</b>		
5.	Raising of Capital	E-voting	178940876	553701	99.69	0.31
		Poll	4907	0	100	0
		<b>Total</b>	<b>178945783</b>	<b>553701</b>		

There were no invalid votes in the Poll in respects of all the above mentioned resolutions.



# **JIGNESH M. PANDYA & CO.**

Company Secretaries

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Email:jigneshpandyacs@gmail.com

9. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 5 as set out in the Notice of the 110<sup>th</sup> Annual General Meeting have been passed with requisite majority.
10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and whose votes were declared invalid for each resolution is enclosed.
11. All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 110<sup>th</sup> Annual General Meeting. Thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,



For **JIGNESH M PANDYA & CO.,**  
**Company Secretaries**

**Proprietor**

ACS – 7346, CP -7318

Place : Mumbai

Date : 12<sup>th</sup> September, 2018

Witnesses:

1) Mr. Sachin Mehta

:

S. I. Mehta

2) Mr. Krishna Yadav

:

Krishna L. Yadav