



SVOGL OIL GAS AND ENERGY LIMITED

(FORMERLY : SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED)

CIN : L74899DL1989PLC038542

Regd. off.: 5TH FLOOR, TOWER-1, NBCC PLAZA, SECTOR-5, PUSHP VIHAR, SAKET, NEW DELHI-1100017

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NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS (PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 and all other provisions read with rule 22 of Companies (Management and Administration) Rules, 2014, that the resolutions set out below for Increase in Authorization Share Capital of the Company and Alteration in MOA and AOA of the Company, Issue of securities on preferential basis to Promoter and/or Non Promoter Group as per the CDR Scheme approved by CDR-EG, Issue of securities on preferential basis to Lenders as per the CDR Scheme approved by CDR-EG, To approve, ratify and confirm the Strategic Debt Restructuring Scheme in relation to the Company's Debt, Conversion of Debt into Equity under SDR Scheme, Issue of Securities on Preferential basis to lenders as per the SDR Scheme under the RBI guidelines vide circular dated June 8, 2015, are proposed to be passed by way of Special Resolutions through Postal Ballot:

- 1 In order to Increase in Authorization Share Capital of the Company from Rs. 150 Crore to Rs. 550 Crore necessary resolution is therefore, proposed to the shareholders for their approval.
- 2 Alteration of capital clause in MOA & AOA of the Company for increase in Authorization share Capital of the Company necessary resolution is therefore, proposed to the shareholders for their approval.
- 3 In order to permit the Company to issue and allot equity shares on preferential basis, it is necessary to pass Special Resolution under Section 42, 62 and the Rules made there under, if any, of the Companies Act, 2013.
- 4 In order to approve, ratify and confirm the Strategic Debt Restructuring Scheme in relation to the Company's Debt.
- 5 Conversion of Debt into Equity under SDR Scheme
- 6 Issue of Securities on Preferential basis to lenders as per the SDR Scheme under the RBI guidelines vide circular dated June 8, 2015.

Necessary resolutions are therefore, proposed to the shareholders for their approval.

The Company is desirous of seeking your consent for the aforesaid proposals as contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Act pertaining to the resolution setting out all material facts and the reasons for the proposals appended hereto, along with the Postal Ballot form are enclosed for your consideration.

The Board of Directors has appointed Mr. S.K. KAPAHI, a Practicing Company Secretary to act as the Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

For members opting for e-voting: In compliance with clause 35B of the Listing Agreement and the applicable provisions of the Companies Act, 2013 read with the rules made there under, the Company is pleased to provide e-voting facility as an alternate to all its members to enable them to casting their votes electronically instead of physical Postal Ballot form on all resolutions set forth in the Postal Ballot notice. The Company has engaged the services of National Securities Depository Ltd. (NSDL) to provide the e-voting facility. E-voting is optional. Please carefully read the instructions on e-voting printed in this notice. E- Voting facility will be open till the close of the working hours (5.00 p.m.) on 18th November, 2015.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelop, so as to reach the scrutinizer on or before the close of working hours (5.00 p.m.) on 17th December, 2015. Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. Therefore, the equity shareholders have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the equity shareholders can opt for only one of the two modes of voting. However, in case Members cast their vote by physical ballot and e-voting, then voting done through physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.

The scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the Joint Managing Director after completion of scrutiny of postal ballot forms in a fair and transparent manner. The result of the Postal Ballot will be announced on 19th December, 2015 at 05.00 p.m. and will be displayed at the registered office of the Company and communicated to NSE (National Stock Exchange of India Ltd.) and BSE (BSE Ltd.) where the equity shares of the company are listed. The results of the postal ballot will also be displayed on the Company's

website: www.svo-gl.com and www.svo-gl.co.in within two days of passing of the resolution. The date of declaration of the result will be treated as the date of passing of the above resolutions.

SPECIAL BUSINESS:

1 INCREASE IN AUTHORISED SHARE CAPITAL. (FROM RS 150 CRORE TO RS 550 CRORE.)

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

"RESOLVED THAT, in accordance with the provisions of Sections 13 and 61 and all other applicable provisions if any, of the Companies Act, 2013 (as may become enforceable/applicable), the existing Authorized Capital of the Company be and is hereby increased from Rs. 1,50,00,00,000/- (Rupees One hundred Fifty Crores Only) divided into 14,50,00,000 (Fourteen crore Fifty lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lacs only) 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only) to Rs 550,00,00,000/- (Rupees Five hundred & Fifty Crores Only) consisting of 54,50,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only), by creation of additional Rs. 4,00,00,00,000/- (Rupees Four Hundred Crore Only) divided into 40,00,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT, any of the Existing Director/ Company Secretary of the Company be and are hereby authorized to file the necessary forms with the Registrar of Companies and Stock Exchange, and to do all such acts, things and deeds as may be deemed expedient and necessary to give effect to this resolution."

2 ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY WITH RESPECT TO AUTHORISED SHARE CAPITAL.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

"RESOLVED THAT, the Memorandum of Association of the Company be and is hereby altered by deleting the existing clause V and by substituting the following new clause thereof:

V. The Authorized Share Capital of the Company is Rs.5,50,00,00,000/- (Rupees Five hundred Fifty Crores Only) divided into 54,50,00,000 (Fifty Four Crore fifty lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lacs only) 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only)"

3 ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY WITH RESPECT TO AUTHORISED SHARE CAPITAL.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

"RESOLVED THAT, the Articles of Association of the Company be and is hereby altered by substituting the new Authorized Share Capital in the existing Article 3, in the following manner: -

3. The Authorized Share Capital of the Company is Rs.5,50,00,00,000/- (Rupees Five hundred Fifty Crores Only) divided into 54,50,00,000 (Fifty Four Crore fifty lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lacs only) 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only)"

4 ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS:

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 42,62 and other applicable provisions, if any, of the Companies Act,2013, (including any amendment thereto or re-enactment thereof) read with the relevant rules notified under these sections and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the LISTING AGREEMENT entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/ regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,2011, as amended (the "Takeover Regulations") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the "CDR EG"), the RBI, Government of India etc.) and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of Corporate Debt Restructuring (the "CDR Package") by and between the Company and the lenders of the Company whose loans are being restructured (the "CDR Lenders") pursuant to the CDR Package under the Corporate Debt Restructuring scheme issued by the RBI and the Corporate Debt Restructuring guidelines formulated there under, which has been approved by the CDR Empowered Group (the "CDR EG") on 24th January, 2014 and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") vide its letter of approval dated February 28, 2014 the "CDR and LOA" (the "Corporate Debt Restructuring and Letter of Approval") and amendment letter dated 7th July, 2014, 15th September, 2014 and 24th February, 2015 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and the terms of the master restructuring agreement dated 18th March, 2014 by and between the Company and its CDR Lenders (the "MRA), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, up to (a) 1,53,72,908 (One Crore Fifty Three Lacs Seventy Two thousand Nine hundred Eight) fully paid up equity shares of the Company of face value Rs. 10 each (an "Equity Share") at a premium of Rs 6.76 per share, which such premium amount could be revised upward if the price worked out on the basis of ICDR guidelines on the Relevant Date is more than Rs 16.76 per equity share or such higher price as may be

arrived at in accordance with the ICDR Regulations ('issue price'), in one or more tranches to following entities of promoters & promoters' group/entities of the promoters' group on preferential basis by conversion of unsecured loan for an aggregate amount not exceeding Rs 25,76,50,000/- (Rupees Twenty Five Crore Seventy Six lacs Fifty Thousand only) :-

S No.	Name & address	No of shares proposed to be allotted
1	PREM SINGHEE	30,25,059
2	PADAM SINGHEE	30,78,758
3	MAYANK SINGHEE	11,93,317
4	THRIVE HOUSING & CONSTRUCTION. PVT. LTD.	16,61,694
5	SYNTEL INFOSYSTEMS NAGPUR PVT. LTD.	34,30,787
6	KAMAKHYA INFRASTRUCTURE PVT. LTD.	29,83,293
	Total	<u>1,53,72,908</u>

"RESOLVED FURTHER THAT the Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned equity shares shall be 19th August, 2014, As approved by SEBI Letter No. CFD/DIL/NR/PM/28557/2015 dated October 09, 2015 Equity Shares shall be allotted to Promoter at a price higher than the price at which Equity Shares been sold by them."

"RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted as above, shall be subject to the lock in as per the provisions of ICDR Regulations as amended from time to time."

"RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted as above, shall be listed and traded on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) on which the existing shares of the Company are listed."

"RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects".

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities/ Stock Exchanges/ SEBI etc. for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

5 ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO LENDERS

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 42 & 62 of the Companies Act, 2013 read with Companies(Management and Administration) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 1956/ Companies Act, 2013 and various to date amendments, notifications, relevant circulars thereof (hereinafter referred to as "the Act") and other applicable laws (including any statutory amendment (s), modification (s) and/ or re-enactment (s) thereof for the time being in force) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company as amended upto date and subject to the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and the regulations for preferential issue of shares as contained in Chapter VII "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be modified or re-enacted from time to time (hereinafter referred as "SEBI (ICDR) Regulations"), the Foreign Exchange Management Act, 2000 (hereinafter referred as "FEMA") and all other applicable regulations framed there under, other applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities Exchange Board of India (hereinafter referred as "SEBI"), the Reserve Bank of India (hereinafter referred as "RBI") etc., as may be applicable and as amended till date and in furtherance to the scheme of Corporate Debt Restructuring ("CDR") approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") on January 24, 2014 as conveyed by CDR Cell vide its letter of approval dated 28th February, 2014 and subject to such approvals, permissions, sanctions and consent (s) as may be necessary from the regulatory and other applicable authorities (including but not limited to the SEBI, CDR EG, Monitoring Committee, Monitoring Institution, the Reserve Bank of India, the Lenders, the Government of India etc) and subject to such terms, alterations, conditions, changes, variations and/ or modifications as may be prescribed by any of them while granting such approval (s), the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed

to include Committee of Directors and CDR Committee which the Board has constituted, to which all the powers hereby conferred on the Board by this resolution, have been or may hereafter at any time, be delegated) to offer, issue and allot in one or more tranches up to 3,77,49,925 (Three Crore Seventy Seven lakhs Forty nine thousand Nine hundred Twenty Five) fully paid up Equity Shares of the Company, having face value of Rs. 10/- each at a price per Equity Share of Rs16.06 (Rupees Sixteen & paisa six only) (including premium of Rs 6.06/- only) to the following CDR Lenders ("Proposed Allottees") whose names is agreed amongst the Board and Monitoring Committee / Monitoring Institution in terms of the CDR LOA dated 28th February, 2014 on a preferential basis against the outstanding FITL/ Term Loan / Working Capital facilities dues of Rs 60,62,63,870/- (Rupees Sixty Crore Sixty Two lakhs Sixty Three thousand Eight Seventy only) availed by the Company as on cut-off date i.e.

S. No.	Name & address of the CDR Lenders	Loan amount	No of shares to be allotted
1	State Bank of Travancore	5,29,32,578	32,95,926
2	Union Bank of India	38,69,437	240,936
3	Punjab National Bank	9,99,14,582	62,21,331
4	Bank Of Maharashtra	26,57,12,344	1,65,44,977
5	L&T Infra Finance Company Ltd	8,49,98,445	52,92,555
6	State Bank Of Patiala	43,49,811	2,70,847
7	IndusInd Bank	1,08,23,638	6,73,950
8	EXIM Bank	22,63,035	1,40,911
9	Corporation Bank	3,70,00,000	23,03,860
10	Andhra Bank	4,44,00,000	27,64,632
	Total	<u>60,62,63,870</u>	<u>3,77,49,925</u>

"RESOLVED FURTHER THAT the "Relevant Date" for the preferential issue of the aforesaid Equity Shares is 24th January, 2014 i.e. the date of the Letter of Approval of the Corporate Debt Restructuring Scheme by the CDR EG, under the Corporate Debt Restructuring framework of Reserve Bank of India in accordance with Regulation 71 of SEBI (ICDR) Regulations, 2009 as amended from time to time."

"RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted pursuant to this resolution shall rank pari passu in all respects with the existing equity shares of the Company as well as with the shares to be issued to Promoters/Promoters Group/Entities of the Promoters Group in accordance with and subject to passing of Resolution by members."

"RESOLVED FURTHER THAT the number of Equity Shares to be so issued and allotted pursuant to this resolution shall be subject to reconciliation between Monitoring Institution/Monitoring Committee/Proposed Allottees and Company."

"RESOVLED FURTHER THAT the Equity Shares to be so issued and allotted as above, shall be subject to the lock-in for a period of One (1) year as per the provisions of ICDR Regulations, as amended from time to time."

"RESOVLED FURTER THAT the Equity Shares to be so issued and allotted as above shall be listed and traded on all the stock exchanges on which the existing Shares of the Company are listed."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities/ Stock Exchanges/ SEBI etc. for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

6. TO APPROVE, RATIFY AND CONFIRM THE STRATEGIC DEBT RESTRUCTURING SCHEME IN RELATION TO THE COMPANY'S DEBT.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of SVOGL Oil Gas and Energy Ltd. (Formerly : Shiv-Vani Oil & Gas Exploration Services Limited) (the "Company"), listing agreements entered into with stock exchanges on which the equity shares of the Company of face value of Rs. 10 each are listed (the "Equity Shares"), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India ("SEBI"), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Reserve Bank of India (the "RBI"), Government of India, etc.) introduced Strategic Debt Restructuring Scheme (SDR) vide Circular dated 8th June, 2015, the lenders of the Company invoked Strategic Debt Restructuring Scheme (SDR), which may be agreed to by the Board of Directors of the Company

(hereinafter referred to as the "Board", which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), the Company hereby approves, ratify and confirms the Strategic Debt Restructuring Scheme between the Company and the lenders of the Company whose loans are being restructured (the "SDR Lenders") under the Strategic Debt Restructuring scheme issued by the RBI and the Strategic Debt Restructuring guidelines formulated there under, whereby the lenders agree to undertake SDR in their Joint Lenders Meeting (JLM) held on 23rd July, 2015 and the Board and/or any person authorized by the Board in respect thereof from time to time, be and is hereby authorized on behalf of the Company to discuss, negotiate, amend, if required, the terms of the SDR in the manner as may be approved by and between the Company and the SDR, amend or make changes to the documents and enter into other documents in pursuance of the SDR Scheme, implement the SDR, on the basis of the terms set out in the SDR Scheme and as may be agreed between the respective parties, and execute the necessary documents for the same including, inter-alia issuance of Equity Shares to the lenders of the Company in terms of the SDR Scheme."

7 CONVERSION OF DEBT INTO EQUITY

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution :-

"RESOLVED THAT in accordance with the provisions of Section 62 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 and subject to the approvals of the Central Government and such modifications as the Central Government may require which the Board of Directors of the Company be and is hereby authorized to accept, the consent of the Company be and is hereby accorded to the Board of the Directors of the Company on terms and conditions contained in the SDR Scheme, such terms and conditions to provide, inter alia, for an option to the Lenders to convert the whole or part of the outstanding dues (interest/Fitl/installment of loan) of the Company (whether then due or payable or not), into fully paid up Shares of the Company, so as to acquire majority shareholding by the lenders of the Company, at a price as determined in accordance with the guidelines issued by the Reserve Bank of India from the date (which date is hereinafter referred to as the "date of conversion") and in the manner specified in a notice in writing to be given by the SDR Lenders to the Borrower (which notice is hereinafter referred to as the "conversion notice") and in accordance with the following conditions:

- (i) The conversion right reserved as aforesaid may be exercised by the SDR Lenders upon the invocation of SDR Scheme when their dues are in default, so as to acquire majority shareholding by the lenders in the Company.
- (ii) Any conversion in terms of SDR Scheme shall be subject to applicable guidelines issued by the Reserve Bank of India (RBI), under the Companies Act, 2013 and by SEBI. The Borrower shall take all corporate and other action as may be required for issuance of Equity Shares pursuant to the exercise of conversion right by the SDR Lenders, including but not limited to the passing of required resolutions and intimation to the Stock Exchanges.
- (iii) The Borrower shall, at all times, maintain sufficient un-issued equity shares for the above purpose and obtain all requisite corporate approvals and authorizations as may be required in this regard.
- (iv) The SDR Lenders may exercise the above conversion right so as to acquire majority shareholding by the lenders.
- (v) On receipt of a conversion notice, the Borrower shall allot and issue the requisite number of fully paid-up equity shares (such shares referred to as the "conversion shares") to the SDR Lenders and upon such issuance of the conversion shares, the SDR Lenders shall accept the same in satisfaction of the part of the facilities so converted on and from the date of conversion.
- (vi) The part of the facilities so converted shall cease to carry interest as from the date of conversion and the facilities shall stand correspondingly reduced. Upon such conversion, the installments of the facilities payable after the date of conversion as per the documents shall stand reduced proportionately by the amounts of the Facilities so converted.
- (vii) The conversion shares so allotted and issued to the SDR Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Borrower and the said conversion of shares shall rank pari-passu with the existing equity shares of the Borrower in all respects.
- (viii) In the event of the SDR Lenders exercising the conversion right as aforesaid, the Borrower shall at its cost get the conversion shares, issued to the SDR Lenders as a result of the conversion, listed with such Stock Exchanges as may be prescribed by the SDR Lenders as also comply with all statutory requirements and applicable laws in connection with the issue of the conversion shares as stated above."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to issue and allot to the SDR Lenders the number of Shares for conversion of the said portion of the facilities as may be desired by the SDR Lenders so as to keep majority shareholding by more than 51% by the lenders. If any lender does not convert overdue outstanding amount to equity as, mentioned under SDR, other lenders have option to increase its conversion amount subject to maximum of non converted amount."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the SDR Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution."

8 TO ISSUE EQUITY SHARES TO LENDERS PURSUANT TO INVOCATION OF STRATEGIC DEBT RESTRUCTURING SCHEME (SDR).

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 42 & 62 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 1956/ Companies Act, 2013 and various to date

amendments, notifications, relevant circulars thereof (hereinafter referred to as "the Act") and other applicable laws (including any statutory amendment (s), modification (s) and/ or re-enactment (s) thereof for the time being in force) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company as amended upto date and subject to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and the regulations for preferential issue of shares as contained in Chapter VII "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be modified or re-enacted from time to time (hereinafter referred as "SEBI (ICDR) Regulations"), the Foreign Exchange Management Act, 2000 (hereinafter referred as "FEMA") and all other applicable regulations framed there under, other applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities Exchange Board of India (hereinafter referred as "SEBI"), the Reserve Bank of India (hereinafter referred as "RBI") etc., as may be applicable and as amended till date and pursuant to Strategic Debt Restructuring ("SDR") Scheme of Reserve Bank of India, approved by the lenders and subject to such approvals, permissions, sanctions and consent (s) as may be necessary from the regulatory and other applicable authorities (including but not limited to the SEBI, Monitoring Committee, Monitoring Institution, the Reserve Bank of India, the Lenders, the Government of India etc) and subject to such terms, alterations, conditions, changes, variations and/ or modifications as may be prescribed by any of them while granting such approval (s), the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include Committee of Directors and which the Board has constituted, to which all the powers hereby conferred on the Board by this resolution, have been or may hereafter at any time, be delegated) to offer, issue and allot in one or more tranches up to 35,27,40,000 (Thirty five crore twenty seven lacs forty thousand) fully paid up Equity Shares of the Company, having face value of Rs. 10/- each at a price per Equity Share of Rs. 10.00 (Rupees ten only) to the following SDR Lenders ("Proposed Allottees") whose names is agreed amongst the Board of Directors and CDR Lenders in terms of the SDR Scheme on a preferential basis against the outstanding dues on Term Loan / Working Capital facilities dues/FITL of Rs 352.74 Crores/- (Rupees Three hundred fifty two crore and seventy four lacs only) availed by the Company.

S. No.	Name & address of the CDR Lenders	Loan amount (Rs in Millions)	No of shares to be allotted
1	ICICI Bank Ltd.	411.7	4,11,70,000
2	Bank of Maharashtra	424.8	4,24,80,000
3	State Bank of India	324.1	3,24,00,000
4	Punjab National Bank	152.1	1,52,10,000
5	Yes Bank Ltd.	284.5	2,84,50,000
6	Oriental Bank of Commerce	264.7	2,64,70,000
7	L&T Infra Finance Ltd.	225.7	2,25,70,000
8	IFCI Ltd.	189.9	1,89,90,000
9	State Bank of Travancore	146.4	1,46,40,000
10	Bank of India	142.1	1,42,10,000
11	Exim Bank	123.9	1,23,90,000
12	Andhra Bank	111.5	1,11,50,000
13	Indian Overseas Bank	124.1	1,24,10,000
14	UCO Bank	110.7	1,10,70,000
15	Corporation Bank	96.1	96,10,000
16	United Bank of India	105.9	1,05,90,000
17	Central Bank of India	86.7	86,70,000
18	Tata Capital Financial Services Limited	41.4	41,40,000
19	IndusInd Bank	51.60	51,60,000
20	L I C of India	37.1	37,10,000
21	State Bank of Hyderabad	33.1	33,10,000
22	State Bank of Patiala	31.0	31,00,000
23	Union Bank of India	8.3	8,30,000
	TOTAL	3527.4	35,27,40,000

"RESOLVED FURTHER THAT the "Referance Date" for the preferential issue of the aforesaid Equity Shares is 23rd July, 2015 and the 20th October, 2015 is the date on which the Board of Directors of the Company approved the final Strategic Debt Restructuring Scheme, issued by the Reserve Bank of India. The shares will be issued at par as per guidelines of SEBI(ICDR) Regulations, 2015 notification issued dated 05 May, 2015.

“RESOLVED FURTHER THAT Equity Shares to be so issued and allotted pursuant to this resolution shall rank pari passu in all respects with the existing equity shares of the Company as well as with the shares to be issued to Promoters/Promoters Group/Entities of the Promoters Group in accordance with and subject to passing of Resolution by members.”

"RESOLVED FURTHER THAT the number of Equity Shares to be so issued and allotted pursuant to this resolution shall be subject to reconciliation between Monitoring Institution/Monitoring Committee/Proposed Allottees and Company."

"RESOVLED FURTHER THAT the Equity Shares to be so issued and allotted as above, shall be subject to the lock-in as per the provisions of ICDR Regulations, as amended from time to time."

"RESOVLED FURTER THAT the Equity Shares to be so issued and allotted as above shall be listed and traded on all the stock exchanges on which the existing Shares of the Company are listed."

"RESOLVED FURTHER THAT If any lender does not convert overdues outstanding amount to equity as mentioned under SDR, other lenders have option to increase its conversion amount subject to maximum of non converted amount.

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities/ Stock Exchanges/ SEBI etc. for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

By Order of the Board
(Vimal Chadha)
Company Secretary

October 20, 2015
New Delhi

NOTES:-

1. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of matters specified above is annexed hereto.
2. The Notice is being sent to all the members, whose names appear in the Register of Members and Record of Depositories as on Friday, the 13th November, 2015. The shareholders who have provided their e-mail ID. shall receive the notice by mail and those who do not have their e-mail id shall receive the notice by post.
3. The Company has appointed Mr. S K Kapahi as "Scrutinizer" for conducting the entire postal ballot process in accordance with the law and in a fair and transparent manner.
4. **PROCEDURE/INSTRUCTIONS FOR E-VOTING:** In compliance with the provisions of Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e- voting facility (as an alternative mode of voting for its Members) which will enable them to cast their votes electronically. Kindly note e-voting is optional. Member(s) shall opt for only one mode of voting i.e. either by physical Ballot or by e-voting. If a Member has opted for e-voting then he should not vote by physical Ballot and vice versa. However, if Member(s) cast their vote through physical ballot as well as by e- voting, then the voting done by such member (s) through physical Postal Ballot shall prevail. The instructions for Members for e-voting are as under:-
 - A. In case a Member receives an e-mail from Link Intime Pvt. Ltd.
 - i) Launch internet browser by typing the URL: <https://evoting.delhi@linkintime.co.in>
 - ii) Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with Link Intime for e-voting, you can use your existing User ID and Password for casting your vote.

User ID:	For Members holding shares in Demat form:
	a. For NSDL: 8 character DP ID followed by 8 digits Client ID
	b. For CDSL: 16 digits Beneficiary ID/Client ID
	For Members holding shares in Physical form: Even no. (EVEN) followed by Folio No. registered with the Company.
Password:	Your Unique Password is printed on the Postal Ballot Form/provided in the email forwarding the electronic notice.
PAN*	Enter your 10 digit alpha- numeric PAN issued by Income Tax Department when prompted by the system while E-voting.

After entering

*Members who have not updated their PAN with the Company Depository Participant are requested to contact Company on Investors@Svogl.com for obtaining default number for log in. After entering these details appropriately, Click on "LOGIN"

- iii) You will now reach Password Change Menu wherein you are required to mandatory change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile#, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - iv) You need to login again with the new credentials.
 - v) On successful login, the system will prompt you to select the "EVEN" i.e. SVOGL OIL GAS AND ENERGY LIMITED.
 - vi) On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - vii) Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolutions.
 - viii) Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail kapahassociates@yahoo.com with a copy marked to evoting@nsdl.co.in The scanned image of the abovementioned documents should be in the naming format "Corporate Name_EVEN NO."
- B. In case a Member receives Postal Ballot Form by Post but desires to exercise option of e- voting:
- i) Initial password is provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all steps from SI. No. (i) to SI. No. (viii) as mentioned in (A) above, to caste e-vote.
- C. In case of any queries, you may refer the Frequently Asked Question (FAQs) for shareholders and e-voting User Manual for shareholders, available at the download section of <https://evoting@nsdl.co.in> or contact Link Intime India Pvt. Ltd. at Tel No. 011-41410592-94 (Toll Free)
- Eligible Shareholders who have not received /received the Postal Ballot notice by email and who wish to vote through physical Ballot can download the Form from the link <https://evoting@nsdl.co.in> or from the website of the Company www.svogl.com
- Members can cast their vote online from 10.00 a.m. on Wednesday, 18th November, 2015 till 05.00 p.m. on Thursday, 17th December, 2015 as the e-voting module shall be disabled for voting thereafter.
5. Procedure/Instructions for voting through postal ballot form (i.e. physical ballot)

A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot form and send the self-addressed Business Reply Letter to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot(s), if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes containing the Postal Ballot should reach the Company not later than the close of business hours on 17th December, 2015. If the ballots are received thereafter they shall be deemed to be not received.
 6. After completion of scrutiny of the Postal Ballot forms the Scrutinizer/s will submit the report to Mr. Vimal Chadha, Company Secretary.
 7. The result of the Postal Ballot will be announced by Mr. Vimal Chadha, Company Secretary or by Mr. Padam Singhee, Joint Managing Director, authorized by the Board vide its resolution dated 20th October, 2015 at the Registered Office of the Company situated at Tower 1, 5th Floor, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi - 110017 on 19th December, 2015 at 5:00 p.m. and the Resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution (s). The result of the Postal Ballot shall also be intimated to stock exchanges where the shares of the Company are listed and displayed on the Company's website www.svogl.com along with publication in the newspapers.
 8. A copy each of the documents referred to in the accompanying explanatory statement is open for inspection at the Registered Office of the Company on all the working days between 10:00 am to 05.00 pm up to the date of the declaration of the result of Postal Ballot.
 9. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT

(In Compliance of Section 102(2) Read with Section 110 of the Companies Act, 2013)

Item No 1, 2 & 3

As the Company has to issue and allot shares to the lenders and promoters pursuant to CDR Scheme and now the lenders have invoked Strategic Debt Restructuring Scheme and shares will be issued to the lenders by way of conversion of overdues of term loan, interest, FITL etc. and for issuing shares, there is need to increase Authorised Share Capital of the Company Rs. 1,50,00,00,000/- (Rupees One hundred Fifty Crores Only) divided into 14,50,00,000 (Fourteen crore Fifty lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lacs only) 11% Redeemable

Non Convertible Preference share of Rs.100/- (Rupees Hundred Only) to Rs. 5,50,00,00,000/- (Rupees Five hundred Fifty Crores Only) consisting of 54,50,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only), by creation of additional Rs. 4,00,00,00,000 (Rupees Four Hundred Crore Only) divided into 40,00,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company.

Consequent upon increase in Authorised Share Capital, capital clause in the Memorandum of Association and Articles of Association are proposed to be altered by way of Special resolutions at 2 & 3. The Board of Directors have passed the resolutions and recommended for passing by the shareholders of the company.

The nature of concern or interest, financial or otherwise, if any : -

- (a) None of the Directors/ Manager except Mr Prem Singhee, Mr Padam Singhee and Mr Dwarka Das Daga are concerned or interested, either financial or otherwise in the said resolution.
- (b) None of the other Key Managerial Personnel are concerned or interested, financial or otherwise, in this resolution.
- (c) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), except Mr. Mayank Singhee (Son of Mr. Prem Singhee) are concerned or interested, financial or otherwise, in this resolution.

Item No 4 & 5

In terms of the LOA and the MRA, under CDR package approved by CDR-EG on 24th January, 2014, the promoters of the Company are required to contribute / infuse funds into the Company to the extent of Rs 100 Crores. Out of Rs 100 Crores of promoters' contribution, now Rs 25,76,50,000/- unsecured loan brought in by the promoters is being converted by issue and allotment of 1,53,72,908 Equity Shares of Rs 10/- each at a premium of Rs 6.76 per shares by way of preferential allotment, as arrived at by taking the relevant date 19th August, 2014, . As approved by SEBI Letter No. CFD/DIL/NR/PM/28557/2015 dated October 09, 2015 Equity Shares shall be allotted to Promoter at a price higher than the price at which Equity Shares been sold by them.

In terms of the LOA and the MRA, under CDR package approved by CDR-EG on 24th January, 2014, the Lenders have opted to convert their overdues of interest, FITL and term loan installments amounting to Rs 60,62,63,870/- into 3,77,49,925 equity shares of Rs 10/- each at a premium of Rs 6.06 per share as arrived at by taking the relevant date 24th January, 2014.

Hence this resolution.

Other terms applicable to the proposed issue are as follows:

- (a) Consideration for subscription to the Equity Shares shall be brought by the Promoters/ Promoters Group/ Promoter Group's entities in cash or by conversion of unsecured loans lying in their name.
- (b) Shares to the lenders will be issued and allotted by conversion of their overdues.
- (c) The equity shares shall be brought by the Promoters/ Promoters Group/ Promoter Group's entities subject to lock in for a period in accordance with the provisions of the SEBI (ICDR) Regulations.
- (d) Equity Shares allotted to the Lenders shall be locked in for a period of one year in accordance with the provisions of SEBI (ICDR) Regulations.
- (e) The equity shares now to be issued shall rank pari passu with the existing equity shares of the Company in all respects.
- (f) The equity shares now to be issued and allotted pursuant to this resolution shall be subject to reconciliation between Monitoring Institution/ Monitoring Committee/ Proposed Allottees and Company.
- (g) The disclosure in compliance with Regulation 73 of the SEBI (ICDR) Regulations are as follows : -

(h) Object of the Issue

- (a) In order to implement the CDR package as approved by CDR EG on 24th January, 2014, the Promoters/ Promoters Group/ Promoter Group's entities is required to contribute Rs 100 Crore (being 29.33%) of the sacrifice of lenders. Out of Rs. 100 Crore, Rs. 52.93 Crore has already been approved for conversion into equity approved by shareholders by way of Postal Ballot 30th June, 2015 . Now promoters contribution of Rs 25,76,50,000/- (unsecured loan) brought in by the promoters is converted into Equity Shares. The said allotment will be made at a price as mentioned in the proposed resolution and on preferential basis pursuant to SEBI regulations as the company is a listed company, as given in Item No. 4.

Similarly to implement the CDR package, the CDR lenders wanted to convert their outstanding credit facilities of Rs 60,62,63,870/- into Equity Share of Rs 10/- each at a premium of Rs. 6.06 per share pursuant to CDR Scheme as given in the resolution at item No 5.

- (b) Proposal of the Promoters/Directors or Key Managerial Personnel of the issuer to subscribe to the offer :

The Promoter/ Promoters Group/ Promoter Group's entities of the company intends to fully subscribe to the present issue of equity shares to the extent they are entitled to. Except this, there is no intention of any other Director or Key Managerial Personnel of the Company to subscribe to the present issue except Mr. Prem Singhee, CMD ,Mr. Padam Singhee, JMD.

- (c) The shareholding pattern before and after the proposed preferential issue (as on 30th September, 2015)

S No	Particulars	Pre-allotment		II Trench In process		Post allotment	
		No. of Equity	% age Shares	No. of Equity	% age Shares	No. of Equity	% age Shares
A PROMOTER GROUP							
1 INDIAN							
	(a) INDIVIDUAL / HUF	3595795	6.99	7533743	5.81	14830877	8.13
	(b) CENTRAL GOVERNMENT / STATE GOVERNMENT(S)	0		0		0	
	(c) BODIES CORPORATE	8222951	15.98	35866149	27.68	43941923	24.09
	(d) FINANCIAL INSTITUTIONS / BANKS	0		0		0	
	(e) OTHERS	0		0		0	
	Sub-Total (A)(1)	11818746	22.97	43399892	33.50	58772800	32.22
2 FOREIGN							
	(a) INDIVIDUAL (NRIs/ FOREIGN INDIVIDUALS)	0		0		0	
	(b) BODIES CORPORATE	1793400	3.49	1793400	1.38	1793400	0.98
	(c) INSTITUTIONS	0		0		0	
	(d) QUALIFIED FOREIGN INVESTOR	0		0		0	
	(e) OTHERS	0		0		0	
	Sub-Total (A)(2)	1793400	3.49	1793400	1.38	1793400	0.98
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	13612146	26.46	45193292	34.88	60566200	33.21
(B) PUBLIC SHAREHOLDING							
1 INSTITUTIONS							
	(a) MUTUAL FUNDS /UTI	0		0		0	
	(b) FINANCIAL INSTITUTIONS / BANK	5628098	10.94	52171882	40.27	89621807	49.14
	(c) CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0		0		0	
	(d) VENTURE CAPITAL FUNDS	0		0		0	
	(e) INSURANCE COMPANIES	0		0		0	
	(f) FOREIGN INSTITUTIONAL INVESTORS	1300000	2.53	1300000	1.00	1300000	0.71
	(g) FOREIGN VENTURE CAPITAL INVESTORS	0		0		0	
	(h) QUALIFIED FOREIGN INVESTOR	0		0		0	
	(i) OTHERS	0		0		0	
	Sub-Total (B)(1)	6928098	13.47	53471882	41.27	90921807	49.85
2 NON-INSTITUTIONS							
	(a) BODIES CORPORATE	10707535	20.81	10707535	8.26	10707535	5.87
	(b) INDIVIDUALS						
	(i) INDIVIDUALS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH	9194707	17.87	9194707	7.10	9194707	5.04
	(ii) INDIVIDUALS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	4189580	8.14	4189580	3.23	4189580	2.30

(C) OTHERS						
NON RESIDENT INDIANS	643804	1.25	643804	0.50	643804	0.35
DIRECTOR'S RELATIVES	200	0.00	200	0.00	200	0.00
FOREIGN CORPORATE BODIES	5416830	10.53	5416830	4.18	5416830	2.97
CLEARING MEMBERS	438468	0.85	438468	0.34	438468	0.24
HINDU UNDIVIDED FAMILIES	311810	0.61	311810	0.24	311810	0.17
TRUST ``	369	0.00	369	0.00	369	0.00
(D) QUALIFIED FOREIGN INVESTORS	0		0		0	
Sub-Total (B)(2)	30903303	60.07	30903303	23.85	30903303	16.94
Total Public Shareholding (B)= (B)(1)+(B)(2)	37831401	73.54	84375185	65.12	121825110	66.79
TOTAL (A)+(B)	51443547	100	129568477	100.00	182391310	100

(d) The time limit within which the preferential issue shall be completed.

The allotment of Equity Shares pursuant to this resolution passed by the shareholders, shall be completed within the period prescribed in SEBI (ICDR) Regulations that if the approval or permission by any regulatory authority or the Central Government for allotment is pending, the period shall be counted from the date of such approval or permission as the case may be.

(e) The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them (subject to interchangeability within the promoters & promoters group aggregating not more than 1,53,72,908 equity shares) and change in control, if any in the issuer consequent to the preferential issue.

S. No.	Name & address	Present Holding		No of shares proposed to be allotted (IInd Trench in Process)	After Allotment of shares		No of shares proposed to be allotted (IIIrd Trench in Process)		After Allotment of shares	
		No. of Equity Shares	% of Shares Holding		No. of Equity Shares	% of Shares Holding	No. of Equity Shares	% of Shares Holding	No. of Equity Shares	% of Shares Holding
1	Prem Singhee	947220	1.84	1193317	2140537	1.65	3025059	5165596	2.83	
2	Padam Singhee	262448	0.51	596659	859107	0.66	3078758	3937865	2.16	
3	Mayank Singhee	0	0.00	0	0	0.00	1193317	1193317	0.65	
4	Gayatri Devi Singhee	742876	1.44	596659	1339535	1.03	0	1339535	0.73	
5	Vandana Singhee	381531	0.74	1551313	1932844	1.49	0	1932844	1.06	
6	Sri Vinayak Agro Agencies Pvt Ltd	0	0.00	3251790	3251790	2.51	0	3251790	1.78	
7	Suvidha Maintenance Services Pvt Ltd.	600000	1.17	316229	916229	0.71	0	916229	0.50	
8	Chetan Arc Electrodes Pvt Ltd	0	0.00	119330	119330	0.09	0	119330	0.07	
9	Showlin Network Marketing Pvt Ltd.	8556	0.02	119332	127888	0.10	0	127888	0.07	
10	Sivam India Pvt Ltd.	3800	0.01	208831	212631	0.16	0	212631	0.12	
11	Thrive Housing & Const. Pvt Ltd	379280	0.74	411695	790975	0.61	2983293	3774268	2.07	
12	Dharti Oil Services Pvt Ltd	605000	1.18	357995	962995	0.74	0	962995	0.53	
13	Kamakhya Infrastructure Pvt. Ltd	12310	0.02	363962	376272	0.29	3430787	3807059	2.09	
14	Mukesh Gupta Securities Pvt. Ltd	118140	0.23	6622912	6741052	5.20	0	6741052	3.70	
15	Syntel Infosystem Nagpur Pvt Ltd	1380	0.00	2983294	2984674	2.30	1661694	4646368	2.55	
16	Amit Lubricants Pvt Ltd	100000	0.19	2147971	2247971	1.73	0	2247971	1.23	
17	Eco Bags Pvt Ltd	500000	0.97	1789976	2289976	1.77	0	2289976	1.26	
18	Pradeep Downhole Equipments P Ltd	805000	1.56	8949881	9754881	7.53	0	9754881	5.35	
Total		5467541	10.63	31581146	37048687	28.59	15372908	52421595	28.74	

Identity of Natural Person who is the Ultimate Beneficial Owner/Ultimate Control

S NO.	Name	PAN	Address of the proposed corporate allottee	Identity of the natural person who is the ultimate beneficialowner/Ultimate
1	Thrive Housing & Construction. Pvt. Ltd.	AAACT9094Q	Regd. Off.: Millenium Business Center, Ground Floor, Cabin No-8, 34 Corner Market, Malviya Nagar, New Delhi	Mr. Chiman Lal Singhee
2	Kamakhya Infrastructure Pvt. Ltd.	AABCK0568P	Regd. Off.: Shri Bhawana T Road, Jorhat, Assam	Mr. Chiman Lal Singhee, Mr. Prem Singhee And Mr. Padam Singhee
3	Syntel Infosystems Nagpur Pvt. Ltd.	AAAKS4517K	Regd. Off.: 37, Tivaskar House, Saubhagya Nagar, Hudkeshwar Road, Nagpur, Maharashtra	Mr. Chiman Lal Singhee

(f) The identity of the proposed allottees (Lenders), the percentage of post preferential issue capital that may be held by them not more than 3,77,49,925 equity shares and change in control, if any in the issuer consequent to the preferential issue is as under :

S. No.	Name of Proposed Allottee	Present Holding		Proposed Allotment IInd Trench	After Allotment of shares		Proposed Allotment IIIrd Trench	After Allotment of shares	
		No. of Equity Share	% of Share Holding		No. of Equity Shares	% of Share Holding		No. of Equity Shares	% of Share Holding
	In Public								
1	ICICI Bank Ltd.	5083046	9.88	1,39,78,749	1,90,61,795	14.71	0	1,90,61,795	10.19
2	State Bank of Hyderabad	0	0	4,25,015	4,25,015	0.33	0	4,25,015	0.23
3	State Bank of Travancore	0	0	19,19,486	19,19,486	1.48	3295926	52,15,412	2.79
4	L&T Infra Finance Company Ltd.	0	0	14,96,658	14,96,658	1.16	5292555	67,89,213	3.63
5	Bank of India	0	0	30,44,831	30,44,831	2.35	0	30,44,831	1.63
6	Bank of Maharashtra	0	0	79,62,594	79,62,594	6.15	16544977	2,45,07,571	13.10
7	Oriental Bank of Commerce	0	0	54,69,960	54,69,960	4.22	0	54,69,960	2.92
8	State Bank of Patiala	0	0	3,94,367	3,94,367	0.30	270847	6,65,214	0.36
9	Punjab National Bank	0	0	37,35,719	37,35,719	2.88	6221331	99,57,050	5.32
10	Indian Overseas Bank	0	0	31,94,271	31,94,271	2.47	0	31,94,271	1.71
11	Central Bank of India	0	0	18,02,583	18,02,583	1.39	0	18,02,583	0.96
12	Andhra Bank	0	0	31,19,551	31,19,551	2.41	2764632	58,84,183	3.15
13	Union Bank of India	0	0	-	-	0.00	240936	2,40,936	0.13
14	Indusind Bank	0	0	-	-	0.00	673950	6,73,950	0.36
15	Exim Bank	0	0	-	-	0.00	140911	1,40,911	0.08
16	Corporation Bank	0	0	-	-	0.00	2303860	23,03,860	1.23
	GRAND TOTAL	5083046	9.88	46543784	51626830	39.85	37749925	89376755	47.77

Identity of Natural Person who is the Ultimate Beneficial Owner/Ultimate Control

S No.	Name	PAN	Address of the proposed ultimate beneficial owner	Identity of the natural person who is the /Ultimate Control
1	ICICI Bank Ltd.	AAACI1195H	ICICI Bank Tower, NBCC Place, Bhisamah Pitamah Marg , Pragati Vihar, New Delhi 110003	ICICI Bank
2	State Bank of Hyderabad	AADCS4009H	State Bank of Hyderabad Scope Complex Branch, Core-6, Lodhi Road, NewDelhi-110003	Subsidiary of State Bank of India-Listed Entity
3	State Bank of Travancore	AAGCS9120G	101-110A,FF, Somdutt Chambers-1, Bhikaji Cama Place, New Delhi-110066	State Bank of Travancore
4	L&T Infra Finance Company Ltd.	AABCL2283L	6th Floor, DCM Building, 16, Barakhamba Road, Connaught Place, New Delhi-110001	L & T INFRA FINANCE LTD , Debt Securities are Listed Entity
5	Bank of India	AAACB0472C	10th Floor, Chanderlok Building, 36, Janpath, New Delhi 110 001	Bank of India
6	Bank of Maharashtra	AACCB0774B	B-29, Connaught Place, New Delhi, 110 001	Bank of Maharashtra
7	Oriental Bank of Commerce	AAACO0191M	Ground Floor & 1st Floor, Harsha Bhawan, E-Block, Connaught Place, New Delhi 110001	Oriental Bank of Commerce
8	State Bank of Patiala	AACCS0143D	2nd Floor, Chandralok Building, 36, Janpath, New Delhi,110001	Subsidiary of State Bank of India-Listed Entity
9	Punjab National Bank	AAACP0165G	HIA/11, Sector-63 Noida	Punjab National Bank
10	Indian Overseas Bank	AAACI1223J	F-47, Malhotra Building, Janpath New Delhi- 110001	Indian Overseas Bank
11	Central Bank of India	AAACC2498P	Jeevan Tara Building, 5, Parliament Street, New Delhi- 110001	Central Bank of India
12	Andhra Bank	AABCA7375C	M-35 Connaught Circus New Delhi 110001	Andhra Bank
13	Union Bank of India	AAACU0564G	Union Bank of India, Industrial Finance Branch, 1st Floor-M11, Middle Circle, Connaught Place, New Delhi-110001	Union Bank of India
14	Indusind Bank	AAACI1314G	Registered Office Address: 2401, Gen. Thimmayya Road, Pune - 411 001	Indusind Bank Private Sector Listed Bank
15	Exim Bank	AAACE2769O	centre one building, floor 21, world trade centre complex, cuffed parade, mumbai- 400005	GOI/ Insurance Company
16	Corporation Bank	AAACC7285E	Corporation Bank, Corporate Banking Branch, MGF Automobiles Building, 1 Faiz Road, Jhandewalan, New Delhi-110005	Corporation Bank

Change in Management

The aforesaid preferential allotment of equity shares would not result in any change in control over the management of the affairs of the Company and the existing Promoters/ Promoters Group of the Company and continue to be in control of the Company.

(g) Requirement as to re-computation of price

The Company undertakes that if required, the price shall be recomputed in terms of the provisions of SEBI (ICDR) Regulations.

(h) The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

(i) Exemption from making a public announcement

The aforesaid preferential allotment of equity shares which are being issued in pursuance of approved CDR Scheme authorized by the shareholders by way of a Postal Ballot shall be exempted from making a public announcement for an open offer under regulation 10(2) of the SEBI Takeover Regulations.

(j) Certificate from Statutory Auditor

Copy of the certificate issued by M/s Vijay Prakash Gupta & Associates, Statutory Auditors of the Company, & M/s VLA & Associates, Practising Company Secretary certifying that the issue of the Equity Shares is being made in compliance of provisions of SEBI Regulations, is open for inspection by the shareholders of the Company at the Registered Office of the Company on all working days between 10.00 a.m. to 5.00 p.m. upto 17th December, 2015 being the last date fixed for the receipt of postal ballot from the shareholders of the Company.

(k) Relevant Date

The proposed preferential allotment of Equity Shares of to promoters' group, would be strictly in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations') and the following parameters would be subject to such changes as may be required to conform to the SEBI Regulations. Such proposed preferential issue will comprise of Equity Shares not exceeding

(a) 1,53,72,908 Equity Shares of Rs 10/- each at a premium of Rs 6.76 per share to the Promoters;

(b) 3,77,49,925 Equity Shares of Rs 10/- each at a premium of Rs 6.06 per share to the Lenders

The pricing of the Equity Shares to be allotted to the promoters' group, on preferential basis, shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following: -

- (i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the six months preceding the relevant date; or
- (ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.
- (a) The relevant date for the purpose of pricing of the Equity Shares to the Promoters, shall be 19th August, 2014, As approved by SEBI Letter No. CFD/DIL/NR/PM/28557/2015 dated October 09, 2015 Equity Shares shall be allotted to Promoter at a price higher than the price at which Equity Shares been sold by them
- (b) The relevant date for the purpose of pricing of the Equity Shares to the Lenders, shall be 24th January, 2014 i.e. the date of approval of CDR Schemed by CDR-EG.

'Stock Exchange' for this purpose shall mean any of the recognized stock exchanges and on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date.

(l) Lock-in

The Equity Shares to be allotted to the promoters shall be locked-in for a period of One years from the date of trading approval, as per SEBI (ICDR) Regulations; and

The Equity Shares to be allotted to the Lenders shall be locked-in for a period of one year from the date of trading approval, as per SEBI (ICDR) Regulations.

The Equity Shares shall be listed at BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE").

Section 62 of the Companies Act, 2013, as amended from time to time, and the relevant clause of the listing agreement entered into with the Indian Stock Exchanges where the equity shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62 of the Companies Act, 2013 unless the shareholders decide otherwise. Since the Special Resolutions proposed in the business of the Notice results in the issue of Equity Shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and the listing agreement entered into with the Indian Stock Exchanges.

Since the resolution under consideration is in the wider interest of the Company, the Board recommends passing of the same for the approval of the shareholders.

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers except Mr. Prem Singhee, Mr. Padam Singhee and Mr. D.D. Daga, Directors are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel except Mr. Prem Singhee and Mr. Padam Singhee are concerned or interested, financial or otherwise, in this resolution.

- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), except Mr. Mayank Singhee (Son of Mr. Prem Singhee) are concerned or interested, financial or otherwise, in this resolution.

Item No 6 & 7

As provided in Item No 6, proposed to be passed by the members of SVOGL Oil Gas and Energy Ltd. (the `Company') by way of a special resolution by Postal Ballot, shall be deemed to be an authorization, confirmation and ratification by the members of the Company, in terms of Regulation 10(2) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the Scheme of Strategic Debt Restructuring (SDR) approved by Monitoring Institution, ICICI Bank Ltd.

1.1 JLFs and justification for SDR

The performance of SVOGL has been reviewed several times by JLF / CDR MC / CDR EG and SVOGL has not been performing as per the projections of CDR package and has also not been able to achieve certain critical milestones stipulated as per the CDR package. SVOGL's account was reviewed at the JLF held on July 13, 2015, wherein SVOGL informed that the company has reported revenue of only Rs. 180.0 million with negative EBIDTA in Q1 FY 2016 and only 4 out of 17 major rigs are in operation.

JLF, at the meeting held on July 13, 2015, deliberated on the fact that tenders of around Rs. 95.00 billion are either already being floated by ONGC & OIL India or are about to be floated in near future. JLF also deliberated on the fact that though the tenders are coming out but SVOGL cannot participate in the process as ONGC has put restrictions on SVOGL against participating in the tenders.

Basis the current financial position of SVOGL, a JLF was convened on July 23, 2015 for taking a decision regarding undertaking of Strategic Debt Restructuring (SDR) as per the extant RBI guidelines.

JLF deliberated on the proposal and keeping in view that (1) SVOGL is unable to perform as per CDR projections, (2) SVOGL is unable to achieve certain critical milestones stipulated in CDR package, (3) the fact that implementation of SDR may help in establishing the viability and (4) views given by JLF lenders, JLF was of the view that undertaking SDR in the case of SVOGL merits consideration.

JLF, based on the supermajority decision, agreed in-principally to "undertake SDR" for SVOGL. The reference date for SDR package was decided as July 23, 2015.

JLF also deliberated that TEV study and valuation be carried out for the SVOGL. It is to be noted that though we have appointed Mott Macdonald for the TEV Study, presently SVOGL cannot participate in any contract with ONGC and Oil India as ONGC has put restrictions on SVOGL against participating in the tenders and hence the viability parameters and business model for SVOGL are difficult to ascertain. In view of stipulated timelines in RBI guidelines, it is proposed that detailed TEV Study and valuation will be carried out in due course of time after implementation of SDR package.

2. Strategic Debt Restructuring (SDR)

2.1 RBI guidelines on SDR

RBI introduced "Strategic Debt Restructuring Scheme" vide circular dated June 8, 2015. With a view to ensuring more stake of promoters in reviving stressed accounts and provide banks with enhanced capabilities to initiate change of ownership in accounts which fail to achieve the projected viability milestones, banks may, at their discretion, undertake a 'Strategic Debt Restructuring (SDR)' by converting loan dues to equity shares.

2.1.1 Key features of SDR framework

- Under SDR, whole or part of the loan and interest outstanding to be converted into equity shares in the borrower company, so as to acquire majority shareholding by the lenders in the company.
- Post SDR, all lenders under the JLF must collectively hold 51% or more of the equity shares issued by the company.
- Decision on SDR is required to be approved by the majority of the JLF members (minimum of 75% of creditors by value and 60% of creditors by number)
- The invocation of SDR will not be treated as restructuring for the purpose of asset classification and provisioning norms.
- On completion of conversion of debt to equity as approved under SDR, the existing asset classification of the account will continue for a period of 18 months (stand-still in asset classification) from the reference date i.e. date of JLF's decision to undertake SDR.
- JLF and lenders should divest their holdings in the equity of the company in favour of a 'new promoter'. However, the quantum of provision on the date of divestment, which shall not be less than what was held as at the 'reference date', shall not be reversed.
- To implement SDR, necessary approvals including special resolution by the shareholders of the borrower company are required.
- The asset classification benefit is subject to the following conditions:
- The 'new promoter' should not be a person/entity/subsidiary/associate etc. (domestic as well as overseas), from the existing promoter/promoter group.
- The new promoters should have acquired at least 51 per cent of the paid up equity capital of the borrower company.

2.1.2 Regulatory exemptions

Parameters	Exemptions
Conversion of debt into equity	SDR excise to convert debt into equity would not be considered as restructuring for the purpose of asset classification and provisioning norms.
Pricing	Exemption from SEBI Issue of Capital and Disclosure Requirements Regulations, 2009 for issue of preference shares.
Open offer	Exemption from the obligation to make an open offer on acquiring 25% or more shares under regulation 3 and regulation 4 of the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Intra-group exposure	Exemption from regulatory ceilings/restrictions on Capital Market Exposures, investment in Para-Banking activities and intra-group exposure.
Mark-to-market loss	Exemption from the requirement of periodic mark-to-market for the 18 month period for the equity shares acquired under this scheme.
Refinancing of loan	On divestment to a 'new promoter', banks may refinance the existing debt of the company without treating the exercise as 'restructuring' subject to banks making provision for any diminution in fair value of the existing debt on account of the refinance.
Investor-associate relationship	On holding more than 20% of voting power, such investment may not be treated as investment in associate in case of SDR.

CDR package provides for conversion of FITL/defaulted amount as per the option of the lenders. It is proposed to convert FITL/ defaulted over due amount of Rs 3,527.4 Million by lenders into fully paid up equity shares of SVOGL at par, under the RBI guidelines for SDR. Similarly SDR scheme empowers the lenders to convert their defaulted overdues into equity shares of the company.

The nature of concern or interest, financial or otherwise, if any :

- (i) None of the Directors/ Managers are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clause (i) & (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

Item No 8

As per Section 62 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, hereinafter referred to as SEBI (ICDR) Regulations and other applicable provisions of the applicable laws, approval of shareholders is required for issuance and allotment of 35,27,40,000 equity shares of Rs 10/- each to various lenders as per Strategic Debt Restructuring Scheme (SDR), on preferential basis as mentioned in item No 8, pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations. Hence the resolution under item No 8 above is in terms of SDR scheme.

Lenders are converting Rs 3,52,74,00,000 into 35,27,40,000 equity shares of Rs 10/- each at par under the SDR Scheme.

Other terms applicable to the proposed issue are as follows :-

- (a) Shares will be issued to the lenders at par by conversion of defaulted amount of Term Loan/ Interest/ FITL etc.
- (b) The equity shares shall be subject to lock in for a period of one year as per SEBI (ICDR) Regulations.
- (c) The equity shares now to be issued shall rank paripassu with the existing equity shares of the Company in all respects.
- (d) The equity shares not to be issued and allotted pursuant to this resolution shall be subject to reconciliation between Monitoring Institution/ Monitoring Committee/ Proposed allottees and the Company.
- (e) IFCI desires to convert outstanding amount of Rs. 60 Crores to equity under SDR scheme, if any other lender refuses to convert its debt into equity
- (f) The disclosure in compliance with Regulation 73 of the SEBI (ICDR) Regulations are as follows :
- (i) Object of the issue

In order to implement SDR Scheme as approved by the ICICI bank Ltd. and Board of Directors of the Company on 20th October, 2015, lenders are proposing to convert an amount of Rs 3,52,74,00,000 into equity shares of Rs 10/- each at par, the price as per RBI notification dated 08th June, 2015.

- (ii) Proposal of the Promoter/ Promoters Group/ Promoters Group entities to subscribe to the offer :
No Promoter or Promoters Group or any entities of the Promoters are allotted shares in the SDR scheme.

(iii) Shareholding pattern before and after the proposed issue as on 30th September 2015.

S No	Particulars	Pre-allotment		II Trench In process		Post allotment	
		No. of Equity Shares	% age	No. of Equity Shares	% age	No. of Equity Shares	% age
A	PROMOTER GROUP						
	1 INDIAN						
	(a) INDIVIDUAL / HUF	3595795	6.99	7533743	5.81	14830877	2.77
	(b) CENTRAL GOVERNMENT / STATE GOVERNMENT(S)	0		0		0	
	(c) BODIES CORPORATE	8222951	15.98	35866149	27.68	43941923	8.21
	(d) FINANCIAL INSTITUTIONS / BANKS	0		0		0	
	(e) OTHERS	0		0		0	
	Sub-Total (A)(1)	11818746	22.97	43399892	33.50	58772800	10.98
	2 FOREIGN						
	(a) INDIVIDUAL (NRIs/ FOREIGN INDIVIDUALS)	0		0	0.00	0	
	(b) BODIES CORPORATE	1793400	3.49	1793400	1.38	1793400	0.33
	(c) INSTITUTIONS	0		0		0	
	(d) QUALIFIED FOREIGN INVESTOR	0		0		0	
	(e) OTHERS	0		0		0	
	Sub-Total (A)(2)	1793400	3.49	1793400	1.38	1793400	0.33
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	13612146	26.46	45193292	34.88	60566200	11.31
B	PUBLIC SHAREHOLDING						
	1 INSTITUTIONS						
	(a) MUTUAL FUNDS /UTI	0		0		0	0
	(b) FINANCIAL INSTITUTIONS / BANK	5628098	10.94	52171882	40.27	442661807	82.67
	(c) CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0.00	0		0	0
	(d) VENTURE CAPITAL FUNDS	0	0.00	0		0	0
	(e) INSURANCE COMPANIES	0	0.00	0		0	0
	(f) FOREIGN INSTITUTIONAL INVESTORS	1300000	2.53	1300000	1.00	1300000	0.24
	(g) FOREIGN VENTURE CAPITAL INVESTORS	0	0.00	0		0	0
	(h) QUALIFIED FOREIGN INVESTOR	0	0.00	0		0	0
	(i) OTHERS	0	0.00	0		0	0
	Sub-Total (B)(1)	6928098	13.47	53471882	41.27	443961807	82.92
	2 NON-INSTITUTIONS						
	(a) BODIES CORPORATE	10707535	20.81	10707535	8.26	10707535	2.00
	(b) INDIVIDUALS						
	(i) INDIVIDUALS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH	9194707	17.87	9194707	7.10	9194707	1.72
	(ii) INDIVIDUALS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	4189580	8.14	4189580	3.23	4189580	0.78
C	OTHERS						
	NON RESIDENT INDIANS	643804	1.25	643804	0.50	643804	0.12
	DIRECTOR'S RELATIVES	200	0.00	200	0.00	200	0.00
	FOREIGN CORPORATE BODIES	5416830	10.53	5416830	4.18	5416830	1.01
	CLEARING MEMBERS	438468	0.85	438468	0.34	438468	0.08
	HINDU UNDIVIDED FAMILIES	311810	0.61	311810	0.24	311810	0.06
	TRUST	369	0.00	369	0.00	369	0.00
D	QUALIFIED FOREIGN INVESTORS	0	0.00	0		0	0.00
	Sub-Total (B)(2)	30903303	60.07	30903303	23.85	30903303	5.77
	Total Public Shareholding (B)= (B)(1)+(B)(2)	37831401	73.54	84375185	65.12	474865110	88.69
	TOTAL (A)+(B)	51443547	100	129568477	100.00	535431310	100

- (iv) The time limit within which the preferential issue shall be completed.
The allotment of equity shares will be completed within the time limit specified under SEBI (ICDR) Regulations.
- (v) The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue :

S. No.	Name of Proposed Allottee	Present Holding		Proposed Allotment II trench	After Allotment of shares		Proposed Allotment III trench	Proposed Allotment of shares under SDR		After Allotment of shares	
		No. of Shares	% of Equity Shares		No. of Share Holding	% of Equity Shares		No. of Share Holding	% of Equity Shares	No. of Share Holding	% of Equity Shares
1	ICICI Bank Ltd.	5083046	9.88	1,39,78,749	1,90,61,795	14.71	0	41170000	6,02,31,795	11.25	
2	State Bank of Hyderabad	0	0	4,25,015	4,25,015	0.33	0	3310000	37,35,015	0.70	
3	State Bank of Travancore	0	0	19,19,486	19,19,486	1.48	3295926	14640000	1,98,55,412	3.71	
4	L&T Infra Finance Company Ltd.	0	0	14,96,658	14,96,658	1.16	5292555	22570000	2,93,59,213	5.48	
5	Bank of India	0	0	30,44,831	30,44,831	2.35	0	14210000	1,72,54,831	3.22	
6	Bank of Maharashtra	0	0	79,62,594	79,62,594	6.15	16544977	42480000	6,69,87,571	12.51	
7	Oriental Bank of Commerce	0	0	54,69,960	54,69,960	4.22	0	26470000	3,19,39,960	5.97	
8	State Bank of Patiala	0	0	3,94,367	3,94,367	0.30	270847	3100000	37,65,214	0.70	
9	Punjab National Bank	0	0	37,35,719	37,35,719	2.88	6221331	15210000	2,51,67,050	4.70	
10	Indian Overseas Bank	0	0	31,94,271	31,94,271	2.47	0	12410000	1,56,04,271	2.91	
11	Central Bank of India	0	0	18,02,583	18,02,583	1.39	0	8670000	1,04,72,583	1.96	
12	Andhra Bank	0	0	31,19,551	31,19,551	2.41	2764632	11150000	1,70,34,183	3.18	
13	Union Bank of India	0	0	-	-	0.00	240936	830000	10,70,936	0.20	
14	Indusind Bank	0	0	-	-	0.00	673950	5160000	58,33,950	1.09	
15	Exim Bank	0	0	-	-	0.00	140911	12390000	1,25,30,911	2.34	
16	Corporation Bank	0	0	-	-	0.00	2303860	9610000	1,19,13,860	2.23	
17	State Bank of India	0	0	-	-	0.00	0	32410000	3,24,10,000	6.05	
18	Yes Bank	0	0	-	-	0.00	0	28450000	2,84,50,000	5.31	
19	IFCI Ltd.*	0	0	-	-	0.00	0	18990000	1,89,90,000	3.55	
20	UCO Bank	0	0	-	-	0.00	0	11070000	1,10,70,000	2.07	
21	United Bank of India	0	0	-	-	0.00	0	10590000	1,05,90,000	1.98	
22	Tata Capital Financial Services Ltd	0	0	-	-	0.00	0	4140000	41,40,000	0.77	
23	LIC of India	0	0	-	-	0.00	0	3710000	37,10,000	0.69	
GRAND TOTAL		5083046	9.88	46543784	51626830	39.85	37749925	352740000	442116755	82.57	

* If any lender does not convert his overdues outstanding amount to equity as mentioned under SDR, other lenders have option to increase its conversion amount subject to maximum non converted amount.

Identity of Natural Person who is the Ultimate Beneficial Owner/Ultimate Control

S NO.	Name	PAN	Address of the proposed	Identity of the natural person who is the ultimate beneficial owner/Ultimate Control
1	ICICI Bank Ltd.	AAACI1195H	ICICI Bank Tower, NBCC Place, Bhishmah Pitamah Marg , Pragati Vihar, New Delhi 110003	ICICI Bank Ltd.
2	State Bank of Hyderabad	AADCS4009H	State Bank of Hyderabad Scope Complex Branch, Core-6, Lodhi Road, New Delhi-110003	Subsidiary of State Bank of India-Listed Entity
3	State Bank of Travancore	AAGCS9120G	101-110A,FF, Somdutt Chambers-1, Bhikaji Cama Place, New Delhi-110066	State Bank of Travancore
4	L&T Infra Finance Company Ltd.	AABCL2283L	6th Floor, DCM Building, 16, Barakhamba Road, Connaught Place, New Delhi-110001	L & T INFRA FINANCE LTD , Debt Securities are Listed
5	Bank of India	AAACB0472C	10th Floor, Chanderlok Building, 36, Janpath, New Delhi 110 001	Bank of India
6	Bank of Maharashtra	AACCB0774B	B-29, Connaught Place, New Delhi, 110 001	Bank of Maharashtra
7	Oriental Bank of Commerce	AAACO0191M	Ground Floor & 1st Floor, Harsha Bhawan, E-Block, Connaught Place, New Delhi 110001	Oriental Bank of Commerce
8	State Bank of Patiala	AACCS0143D	2nd Floor, Chandralok Building, 36, Janpath, New Delhi,110001	Subsidiary of State Bank of India-Listed Entity
9	Punjab National Bank	AAACP0165G	HIA/11, Sector-63 Noida	Punjab National Bank
10	Indian Overseas Bank	AAACI1223J	F-47, Malhotra Building, Janpath New Delhi- 110001	Indian Overseas Bank
11	Central Bank of India	AAACC2498P	Jeevan Tara Building, 5, Parliament Street, New Delhi- 110001	Central Bank of India
12	Andhra Bank	AABCA7375C	M-35 Connaught Circus New Delhi	Andhra Bank
13	Union Bank of India	AAACU0564G	Union Bank of India, Industrial Finance Branch, 1st Floor-M11, Middle Circle, Connaught Place, New Delhi-110001	Union Bank of India
14	Indusind Bank	AAACI1314G	Registered Office Address: 2401, Gen. Thimmayya Road, Pune - 411 001	Private Sector Listed Bank
15	Exim Bank	AAACE2769O	centre one building, floor 21, world trade centre complex, cuffed parade, mumbai- 400005	Government of India / Insurance Company
16	Corporation Bank	AAACC7285E	Corporation Bank, Corporate Banking Branch, MGF Automobiles Building, 1 Faiz Road, Jhandewalan, New Delhi-110005	Corporation Bank
17	State Bank of India		Industrial Finance Branch, Jawahar Vyapaar Bhawan, 1, Tolstoy Marg, New Delhi	State Bank of India
18	Yes Bank	AAACY2068D	48, Nyaya Marg, Chanakyapuri, New Delhi-110021	Private Sector Listed Bank
19	IFCI	AAACT0668G	IFCI Tower, 61 Nehru Place, New Delhi, Delhi 110019	NBFC - Government of India Listed Entity
20	UCO Bank	AAACU3561B	5, Parliament Street New Delhi-110004	UCO Bank
21	United Bank of India	AAACU5624P	106-109 Ansal Tower, 1st Floor, 38 Nehru Place New Delhi	United Bank of India
22	Tata Capital Financial Services Limited		DGP House, 4th Floor, old Prabhadevi Road, Mumbai	Subsidiary of Tata Capital Ltd
23	LIC of India		Yoga kshema, Nariman Point, Mumbai -400021	Government of India/ Insurance Company

- (vi) An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
- (vii) An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

(viii) Certificate from two Valuers

A copy of the certificate issued by M/s Vijay Prakash Gupta and Associates, Statutory Auditors and M/s Vishal Aggarwal and Associates, Practising Company Secretary certifying that the issue of the equity shares is being made in compliance of provisions of SEBI Regulations, is open for inspection by the shareholders of the Company at its registered office on all working days between 10.00 a.m. to 5.00 p.m. upto the 17th December, 2015, being the last date fixed for receipt of postal ballot from the shareholders of the Company.

- (ix) Reference date - In case of SDR Reference date was decided as July 23, 2015. Regarding pricing, it is exempted from SEBI (ICDR) Regulations, 2009 for issue on preferential basis. As per RBI notification dated 8th June, 2015 shares will be issued at par and a certificate of valuation is attached.
- (x) Lock in - Equity shares allotted to the lenders shall be locked for a period of 1 year from the date of trading approval in as per SEBI(ICDR) Regulations, 2009.
- (xi) The equity shares shall be listed at BSE and NSE.

Section 62 of the companies Act, 2013 as amended from time to time, the provisions of listing agreement entered into with the Stock Exchanges, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62 unless the shareholders decide otherwise. Since the resolution proposed in the notice results in the issue of equity shares of the company otherwise than to the members of the Company, consent of the shareholders is being sought.

The nature of concern or interest, financial or otherwise, if any :

- (i) None of the Directors/ Managers are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clause (i) & (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

By Order of the Board

October 20, 2015
New Delhi

(Vimal Chadha)
Company Secretary