



swan/nse/bse

September 06, 2025

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

Symbol: SWANCORP

Dept. of Corporate Service
BSE Limited,
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 503310

Dear Sir / Madam,

Sub: Notice of the 117th Annual General Meeting and Annual Report for the F.Y. 2024-25 along with Business Responsibility and Sustainability Report.

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 117th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Monday, September 29, 2025 at 11.30 A.M. (IST) through Video Conferencing / Other Audio-Visual Means. Please find enclosed Notice of 117th AGM along-with Annual Report for the F.Y. 2024-2025 and Business Responsibility and Sustainability Report (BRSR).

The Notice and Annual Report of the Company has been sent through electronic mode to all such members whose email address are registered with respective Depository Participants (DPs) or the Registrar and Transfer Agent (RTA) whose names appeared on the Register of Members as at the close of business hours on Friday, 29th August, 2025. For shareholders who have not registered their email addresses, a letter is being sent with the weblink of the path to access the complete Annual Report.

The Notice along-with the Annual Report is also available on the Company's website <https://swan.co.in/reports> and the website of National Securities Depository Limited at www.evoting.nsdl.com

This is for your information and record.

Thanking you,

Yours faithfully,

For Swan Corp Limited

(Paresh V. Merchant)
Whole-time Director

Encl. as above

SWAN CORP LIMITED (Formerly Swan Energy Limited)

NOTICE

Notice is hereby given that the **117th** (One Hundred and Seventeenth) Annual General Meeting of the members of **SWAN CORP LIMITED (Formerly, Swan Energy Limited)** (“the Company”) will be held on **Monday, 29th September 2025 at 11:30 A.M (IST)** through Video Conference / Other Audio-Visual Means, to transact the following business(es). The venue of the meeting shall be deemed to be the registered office of the Company at 6, Feltham House, 2nd Floor, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001.

ORDINARY BUSINESSES:

Adoption of IND AS compliant Financial Statements (Standalone & Consolidated):

1. To consider and if thought fit, to pass, with or without modifications(s), the following resolutions as **Ordinary Resolutions:**
 - a) **“RESOLVED THAT** the Standalone Audited Financial statements (Balance Sheet, Statement of Profit and Loss, Statement of changes in equity, Cash Flow Statement) for the year ended 31st March 2025, together with Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted.”
 - b) **“RESOLVED THAT** the Consolidated Audited Financial statements (Balance Sheet, Statement of Profit and Loss, Statement of changes in equity, Cash Flow Statement) for the year ended 31st March 2025, together with Report of the Auditors thereon, be and are hereby approved and adopted.”

Declaration of dividend

2. To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in terms of Section 123 of the Companies Act, 2013, dividend for the Financial Year 2024-2025 @ 10%, i.e., ₹ 0.10 for every equity share of face value of ₹ 1/- each on 31,34,56,886 equity share of ₹ 1/- each, amounting to 3,13,45,689/- (Rupees Three Crore Thirteen Lakh Forty-Five Thousand Six Hundred Eighty Nine only) as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on 31st March 2025.

RESOLVED FURTHER THAT the above declared dividend be and is hereby paid to those members whose names appear on the Register of Members of the Company as on Monday, 22nd September 2025 and to the beneficial owner(s) of the shares held in electronic mode or physical mode, as at close of business hours on Monday, 22nd September 2025, as per details furnished by the Depositories.”

Re-appointment of Director retiring by rotation

3. To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Paresh Merchant (DIN: 00660027), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company in terms of Section 152 of the Companies Act, 2013.”

SPECIAL BUSINESSES:

Ratification of Cost Auditor’s Remuneration

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013, read with the applicable Rules, members of the Company hereby ratify the remuneration of 75,000 (Rupees Seventy- Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s Nisha Patel & Associates, Cost Accountants (Firm Registration No. 102667), appointed as Cost Auditors of the Company for the Financial Year 2025-2026.

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

Appointment of Secretarial Auditor:

5. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the Section 204 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s. SKJP & Associates, Company Secretaries (Peer reviewed certificate no. 6740/2025) as the Secretarial Auditor of the Company for the 1st term of five (5) consecutive financial years, commencing from Financial Year 2025-26 to Financial Year 2029-30, on such remuneration, as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors (including any Committee so constituted) be and is hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution”.

Approval for material related party transactions

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (LODR) Regulations, 2015 (“Listing Regulations”) and applicable provisions, if any of the Companies Act, 2013 (“Act”), read with all applicable Rules and laws, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company (“Board”), to enter into and/or to carry out and /or to continue with existing contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) or modifications of earlier contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with such related parties as more specifically set out in the explanatory statement to this resolution on the terms & conditions set out therein;

RESOLVED FURTHER THAT the Board of Directors (including any Committee so constituted) of the Company be and is hereby severally authorised to execute/alter/vary all such contract(s)/arrangement(s)/agreement(s)/ transaction(s) and writings, as deemed necessary and to settle all questions, difficulties or doubts and do all such acts, deeds, matters and things as it may deem fit at its absolute discretion in order to give effect to this resolution.”

**By Order of the Board of Directors
For Swan Corp Limited
(Formerly, Swan Energy Limited)**

**(Paresh V. Merchant)
Whole Time Director
DIN:00660027**

Date: 14th August 2025

Place: Mumbai

Registered Office:

6 Feltham House,
10, J N Heredia Marg,
Ballard Estate, Mumbai – 400001

NOTES

1.
 - i. An **Explanatory Statement**, pursuant to Section 102 of the Companies Act, 2013, (**'Act'**) setting out material facts concerning each item of special business to be transacted at the AGM is annexed as **Annexure I** to this notice.
 - ii. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting is furnished as **Annexure II** to this Notice.
2. Pursuant to Section 91 of the Act, the **register of members** and share transfer books of the Company will remain closed from Tuesday, 23rd September, 2025 to Monday, 29th September 2025 (Both days inclusive).
3.
 - i. The **Notice** of AGM is being sent to those members / beneficial owners whose names appears in the register of members / list of beneficiary received from the depositories as at the end of business hours on Friday, 29th August, 2025.
 - ii. The **dividend** on equity shares, if approved, will be paid to those members whose names are on the Company's Register of Members as at the end of business hours on Monday, 22nd September 2025.
4.
 - i. Mr. Jignesh Pandya, Practicing Company Secretary (CP No. 7346) has been appointed as the **Scrutinizer** for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizer's report of the total votes cast to the Chairman (or a person authorized by him in writing), who shall countersign the same.
 - iii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://swan.co.in/reports> and on the website of NSDL immediately after the declaration of result by the Chairman (or a person authorized by him in writing). The results shall also be immediately forwarded to the BSE and NSE, where the shares of the Company are listed.
5.
 - i. SEBI has mandated that with effect from 1st April 2024, **dividend to security holders holding securities in physical form**, shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
 - ii. In order to ensure timely credit of Dividend, the Shareholders, whose shares are in Physical mode, are requested to contact Company's Registrar and Transfer Agents (RTA) by sending a request on email at support@purvashare.com or contact Purva Sharegistry (India) Pvt. Ltd., Unit: Swan Corp Limited, 9, Shiv Shakti Ind Estate, J.R. Boricha Marg, Lower Parel, Mumbai – 400 011, and furnish their details such as bank account, full address/ mobile, PAN Number, Specimen Signature.
 - iii. The shareholders whose shares are in Demat mode, are requested to update bank account details with their respective depository participants.
6.
 - i. Members may note that pursuant to Finance Act 2020, **dividend income** will be taxable in the hands of shareholders, the Company is required to deduct **tax at source** from dividend payable to shareholders at the prescribed rates. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961.
 - ii. For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10.00% on the amount of Dividend declared and paid by the Company during financial year 2024-2025 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

- iii. (a) However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during financial year 2024-2025 does not exceed ₹ 10,000/-.
- (b) Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.
- iv. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to support@purvashare.com
- v. Kindly note that the aforementioned documents are required to be submitted at <https://www.purvashare.com/submission-of-form-15g-15h-10f/> on or before Monday, 22nd September 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.
- vi. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, Members are requested to note that dividend not encashed /claimed within seven years from the date of transfer to unpaid Dividend Account of the Company will be transferred to the Investor Education and Protection Fund (IEPF), within one month after expiry of 7 years.
7. i. In terms of sections 101 and 136 of the Act, **notice of AGM** along with the Annual Report is being sent **through electronic mode** only to those members whose email addresses are registered with the Company/ depositories. Members may update their email addresses and phone number at <http://www.purvashare.com/email-and-phone-updation/>. Members may note that the Notice and Annual Report will also be available on the Company's website at <https://www.swan.co.in/> and NSDL, i.e. www.evoting.nsdl.com and BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
- ii. In view of the relaxation provided by the Ministry of Corporate Affairs ("MCA") vide its various Circulars, the physical attendance of the Members at the AGM venue is not required and general meeting is to held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members shall attend and participate in the AGM through VC/OAVM only.
- iii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- iv. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- v. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- vi. The Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

8. The **Registers** of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangement in which the Directors are interested and all other documents referred to in the Notice will be available for inspection in electronic mode.

All the documents referred to in the Resolutions are open for inspection at the Company's Registered Office on all working days, except Saturday and Sunday, between 10:00 AM to 6:00 PM till 29th September 2025 and will also be available for inspection at the Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 26th September 2025 at 09:00 A.M. and ends on Sunday, 28th September 2025 till 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22nd September 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website direct.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jigneshpandyacs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to invgrv@swan.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (invgrv@swan.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (invgrv@swan.co.in). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name demat account number/ folio number, email id, mobile number at invgrv@swan.co.in from 20th September, 2025 till 24th September, 2025 (6:00 p.m. IST). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting and the company reserves the right to restrict the number of speakers.

**By Order of the Board of Directors
For Swan Corp Limited
(Formerly, Swan Energy Limited)**

**(Paresh V. Merchant)
Whole Time Director
DIN:00660027**

Date: 14th August 2025

Place: Mumbai

Registered Office:

6 Feltham House,
10, J N Heredia Marg,
Ballard Estate, Mumbai – 400001

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013: -**Item No. 4: Ordinary Resolution**

The Board of Directors of the Company has, on the recommendation by the Audit Committee, appointed M/s Nisha Patel & Associates, Cost Accountants (Firm Registration No. 102667) as the Cost Auditors for the financial year 2025-2026 at a remuneration of ₹ 75,000/- (Rupees Seventy- Five Thousand only) plus applicable taxes.

As per Section 148 of the (“ACT”) the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The Board considers the remuneration payable to the Cost Auditors as fair and reasonable.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 4 of the Notice, except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolution, as set out at item no. 4 of the Notice, for approval of the members.

Item No. 5: Ordinary Resolution

Regulation 24A of the SEBI Listing, Regulations, 2015 mandates that w.e.f. 1st April 2025, every Listed Company, based on the recommendation of the Board of Directors, shall appoint or re-appoint, a Secretarial Auditor for not more than one/two terms of five consecutive years, with the approval of its shareholders at its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. SKJP & Associates, Practicing Company Secretaries (Peer review certificate no. 6740/2025) Company Secretaries, as the Secretarial Auditors of the Company for the 1st term of five (5) years, commencing from F.Y. 2025-26 to F.Y. 2029-30, subject to shareholder’s approval at the ensuing Annual General Meeting.

SKJP & Associates, Practicing Company Secretaries is a Partnership Firm promoted by Mr. Shailesh A. Kachalia and Mr. Jignesh M. Pandya. The firm is a Peer Reviewed with certificate no. 6740/2025. Mr. Shailesh Kachalia, Partner, is a member of ICSI since 1981, having membership no. FCS 1391. He is in full time practice as a Company Secretary since 1995, having Certificate of practice no. 3888. Mr. Jignesh Pandya, Partner, is a member of ICSI since 1990, having membership no. ACS 7346. He is in full time practice as a Company Secretary since 2006, having Certificate of practice no. 7318.

M/s. SKJP & Associates, Practicing Company Secretaries has provided its consent and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, the consent of the shareholders is sought for the appointment of M/s. SKJP & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 5 of the Notice, except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.

Item No. 6: Ordinary Resolution

Pursuant to Regulation 23 of the SEBI Listing Regulations, a Related Party Transaction (“RPT”) with the Related Party shall be considered ‘Material Related Party Transaction’ (“MRPT”), if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of a listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2025-2026, the Company, along with its subsidiaries, proposes to enter into certain MRPTs, as mentioned below, on mutually agreed terms and conditions, at arm’s length and in the ordinary course of business. The aggregate of such transaction(s), are expected to cross the applicable materiality thresholds. Accordingly, prior approval of the shareholders is being sought for the MRPTs proposed to be undertaken by the Company, either directly or along with its subsidiaries.

Pursuant to SEBI Circular SEBI/HO/CFD/CMD1/ CIR/P/2021/662, dated November 22, 2021 and other applicable rules, circulars, the information to be provided to shareholders for consideration of MRPTs are as under:

PROPOSED MRPTs OF LISTED ENTITY WITH ITS RELATED PARTIES

Sr. No.	Name of the Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract(s)/ arrangement(s)/ transaction(s) (₹ in Crore)	Nature and material terms of contract(s)/ arrangement(s)/ transaction(s)	Percentage of the proposed MRPTs to counter party's entity's annual turnover
1.	Swan LNG Private Limited (SLPL)	Subsidiary Company	1,000	Providing of Loan and/or Inter-Corporate Deposit and/or Advance and/or Investment	NA*
2.	Hazel Infra Limited (HIL)	Subsidiary Company	2,000	Loans & Advances to be given or taken	NA*
3.	Veritas (India) Limited (VIL)	Subsidiary Company	1,000	1. Sale / Purchase of Goods & Services	24.39
			1,000	2. Providing of Loan and/or Inter-Corporate Deposit and/or Advance and/or Investment	24.39
4.	Swan Defence and Heavy Industries Limited (SDHIL)	Subsidiary of Hazel Infra Limited**	600	Providing of Loan and/or Inter-Corporate Deposit and/or Advance and/or Investment	0.085

*Counter party's annual turnover for the preceding year is NIL

TRANSACTION OF HAZEL INFRA LIMITED, SUBSIDIARY OF LISTED ENTITY WITH ITS RELATED PARTY

Sr. No.	Name of the Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract(s)/ arrangement(s)/ transaction(s) (₹ in Crore)	Nature and material terms of contract(s)/ arrangement(s)/ transaction(s)	Percentage of the proposed MRPTs to counter party's entity's annual turnover
1.	Swan Defence and Heavy Industries Limited (SDHIL)	Subsidiary Company	2,000	Providing of Loan and/or Inter-Corporate Deposit and/or Advance and/or Investment	0.28

SWAN CORP LIMITED

(formerly, Swan Energy Limited)

- a. The source of the funds for proposed MRPTs will be through raising of funds and/or internal resources/ accruals and/or any other appropriate sources.
- b. The purpose and terms & conditions of the proposed MRPTs shall be as mutually decided, by the Audit Committee and/or Board of Directors of the Company, at the time of actual transaction/s.
- c. The proposed MRPTs are likely to improve the revenue and profitability of the company in the longer run.
- d. The requirement of valuation or other external report is not applicable for the aforesaid MRPTs.

The proposed MRPTs with the parties mentioned hereinabove shall be in nature of providing of Loan and/or Inter-Corporate Deposit and/or Advance and/or Investment at arm's length for the proposed capital expenditure, repayment in full or part of existing borrowings, working capital requirements support to the respective parties mentioned therein.

The percentage of the proposed MRPTs to listed entity's annual consolidated turnover are 20.25% for SLPL, 40.50% for HIL, 20.25% for VIL and 12.15% for SDHIL. The source of the funds for proposed MRPTs could be through Preferential Issues, Qualified Institutions Placements and/or Issue of other securities and/or out of internal resources/accruals and/or any other appropriate sources.

The company has provided all relevant details to the Audit Committee, which after reviewing, has granted approval to the proposed MRPTs, to be entered at arm's length and in the ordinary course of business in one or more tranches.

Except Managing Director, Executive Directors, Chief Financial Officer and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way concerned or interested, financially or otherwise in the resolution set out at Item No.6 of the Notice, except to the extent of their shareholding interest, if any, in the company.

The Board recommends the Ordinary Resolution, as set out at Item No. 6 of the Notice, for the approval of the members of the Company. None of the Related Parties shall vote in the resolution.

**By Order of the Board of Directors
For Swan Corp Limited
(Formerly, Swan Energy Limited)**

**(Paresh V. Merchant)
Whole Time Director
DIN:00660027**

Date: 14th August 2025

Place: Mumbai

Registered Office:

6 Feltham House,
10, J N Heredia Marg,
Ballard Estate, Mumbai – 400001

Annexure II

DETAILS OF DIRECTORS SEEKING APPOINTMENT**[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings**

Name of the Director	Mr. Paresh V. Merchant
DIN	00660027
Date of Birth	19/09/1963
Age	62 yrs
Date of First Appointment	23-11-1998
Qualification	Management Education Programme from I.I.M., Ahmedabad
Brief Resume	Mr. Paresh Merchant, aged 62 years, has an educational background in finance and has obtained Management Education Programme from I.I.M., Ahmedabad. Mr. Paresh Merchant is a Globe trotter and unparalleled industrialist by nature and possesses vast experience in Management & Operations. He is also associated with many other companies, associations and committees in various positions.
Expertise in specific functional areas	<ul style="list-style-type: none"> • Industry experience, Research & Development and Innovation • Strategic Leadership & Planning / Operational experience • Corporate Governance, Risk and Compliance • Financial Expertise / Regulatory / Legal & Risk Management • Global experience/ exposure • Information Technology
Directorships in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Veritas (India) Limited 2. Swan Defence and Heavy Industries Limited 3. Swan Engitech Works Private Limited 4. Cardinal Energy and Infrastructure Private Limited 5. Gazdar Bandh Developers Private Limited 6. Swan Constructions Private Limited 7. Swan International Private Limited 8. Precious Tradecomm Private Limited 9. Rasraj Suppliers Private Limited 10. Vijayshree Agency Private Limited 11. Dave Leasing and Holdings Private Limited 12. Swan Realtors Private Limited 13. Swan Defence Private Limited 14. Feltham Steels Private Limited 15. Feltham Resources Private Limited 16. Sahajanand Soaps And Chemicals Pvt Ltd
Membership/ Chairmanship of Committees in other companies (excluding foreign companies)	Veritas (India) Limited : <ol style="list-style-type: none"> 1. Risk Management Committee 2. Nomination and Remuneration Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Paresh Merchant is the brother of Mr. Nikhil Merchant, Managing Director of the Company
No. of shares held	<ol style="list-style-type: none"> a) Own- Nil b) For other persons on a beneficial basis- Nil

**By Order of the Board of Directors
For Swan Corp Limited
(Formerly, Swan Energy Limited)**

**(Paresh V. Merchant)
Whole Time Director
DIN:00660027**

Date: 14th August 2025

Place: Mumbai

Registered Office:

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