



# Swan Energy Limited

(Formerly Swan Mills Limited)

6 FELTHAM HOUSE, 2nd FLOOR, 10, J. N. HEREDIA MARG, BALLRD ESTATE, MUMBAI - 400 001  
Tel.: +91 22 4058 7300 • Email: info@swan.co.in / invgrv@swan.co.in • website: swan.co.in  
CIN. L17100MH1909PLC000294

**February 14, 2025**

swan/nse/bse

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: SWANENERGY**

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

Dear Sir / Madam,

**Subject: Intimation / Notice of Postal Ballot**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the said Notice is being sent through electronic mode only to those members whose e-mail IDs are registered with the Company/ Depositories as on **Wednesday, February 12, 2025**, being the cut-off date.

The Company has engaged National Securities Depository Limited to provide e-Voting facility to its members. The e-Voting period commences from 9.00 AM. (IST) on Sunday, February 16, 2025, and ends at 5.00 P.M. (IST) on Monday, March 17, 2025. Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for remote e-Voting are provided in the Postal Ballot Notice.

Kindly take note of the above.

Thanking you,

Yours faithfully,  
**For Swan Energy Limited**

**Deepesh Kedia**  
**Company Secretary**



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## CALENDAR OF EVENTS FOR POSTAL BALLOT PROCESS

S.N.	Particulars	Date
1	Date on which consent is given by the Scrutinizer	February 14, 2025
2	Date of Board Resolution authorizing the Director(s) and the Company Secretary to be responsible for the entire Postal Ballot process.	February 14, 2025
3	Date of appointment of the Scrutinizer	February 14, 2025
4	Specified Date for determining members to whom Postal Ballot Notice will be sent	February 12, 2025
5	Date of completion of dispatch of Notice by electronic means	February 14, 2025
6	Date of publishing Advertisement in Newspaper	February 16, 2025
7	Date of Commencement of Voting by Electronic Mode	February 16, 2025
8	End date of Voting by Electronic Mode	March 17, 2025
9	Date on which Resolution will be deemed to be passed.	March 17, 2025
10	Date of submission of the Report by the Scrutinizer	March 19, 2025
11	Date of declaration of the result by the Chairman	March 19, 2025

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### POSTAL BALLOT NOTICE

#### Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest one being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Resolution is proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution are restricted **only to e-voting** i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 AM. (IST) on Sunday, February 16, 2025, and ends at 5.00 P.M. (IST) on Monday, March 17, 2025.

The Company has appointed Mr. Jignesh M. Pandya, Proprietor, M/s. Jignesh M. Pandya & Co., Practicing Company Secretary (M. No. 7346 and CP No. 7318), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://swan.co.in> and on the website of NSDL i.e. <https://www.evoting.nsdl.com>. The last date of e-voting, i.e. Monday, March 17, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



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## **SPECIAL BUSINESS**

### **ITEM NO. -1**

#### **Appointment of Mr. Jayaramkrishnan Kannan (DIN:06551104) as an Independent Director of the Company.**

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

**“RESOLVED THAT** Mr. Jayaramkrishnan Kannan (DIN:06551104) who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 19, 2024, in terms of Section 161 of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the appointment of Mr. Jayaramkrishnan Kannan, who meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, be and is hereby approved, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years from December 17, 2024 to December 16, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorized to take such steps and to do all such acts, deeds, things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For **Swan Energy Limited**

**Deepesh Kedia**  
(Company Secretary)  
Membership No: ACS 34616

**Date:** February 14, 2025

**Place:** Mumbai

**Registered Office:**

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



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### NOTES:

1. The Explanatory Statements and reasons for the proposed Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts is annexed herewith.
2. In compliance with the MCA Circulars, the Notice is being sent by **electronic mode alone** to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (Depositories) as on Wednesday, February 12, 2025 and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8
3. In accordance with the relaxation provided by the MCA General Circulars read with SEBI Circulars, physical copies of the Notice and Ballot forms are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Wednesday, February 12, 2025** being the **cut-off date**, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of National Securities Depository Limited for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://swan.co.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/>.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Wednesday, February 12, 2025**, being the cut-off date fixed for the purpose.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [invgrv@swan.co.in](mailto:invgrv@swan.co.in) along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document mentioned therein. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [invgrv@swan.co.in](mailto:invgrv@swan.co.in).
9. The Scrutinizer shall submit his report to the Chairman or a person authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Wednesday, March 19, 2025 at the Registered Office of the Company. The Resolution, if passed by requisite majority shall be deemed to have been passed on **Monday, March 17, 2025**, being the last date specified by the



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Company for e-voting. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a General Meeting of the Members.

10. The results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.swan.co.in and website of National Securities Depository Limited at <https://evoting.nsdl.com/>
11. The instructions for Shareholders for e-voting are as under:
  - a. 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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  <b>App Store</b>  <b>Google Play</b> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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. 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 directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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.



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## 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 user 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) 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





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(ii)	<p>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’.</p> <p>If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b></p>
6.	<p>If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:</p> <p>a) Click on “<b>Forgot User Details/Password?</b>”(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) <b>Physical User Reset Password?</b>” (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
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 on NSDL e-Voting system.**

<p><b><u>How to cast your vote electronically on NSDL e-Voting system?</u></b></p> <ol style="list-style-type: none"> <li>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.</li> <li>Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.</li> <li>Now you are ready for e-Voting as the Voting page opens.</li> <li>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.</li> <li>Upon confirmation, the message “Vote cast successfully” will be displayed.</li> <li>You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.</li> <li>Once you confirm your vote on the resolution, you will not be allowed to modify your vote.</li> </ol> <p><b>General Guidelines for shareholders:</b></p> <ol style="list-style-type: none"> <li>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 <a href="mailto:jigneshpandyaacs@gmail.com">jigneshpandyaacs@gmail.com</a> with a copy marked to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>. 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.</li> <li>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 <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> to reset the password.</li> </ol>
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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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto: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 resolution 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [invgrv@swan.co.in](mailto: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), AADHAAR (self-attested scanned copy of Aadhaar Card) to [invgrv@swan.co.in](mailto: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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

By Order of the Board  
For **Swan Energy Limited**

**Deepesh Kedia**  
(Company Secretary)  
Membership No: ACS 34616

**Date:** February 14, 2025

**Place:** Mumbai

**Registered Office:**

6 Feltham House,  
10, J N Heredia Marg,  
Ballard Estate, Mumbai – 400 001



## Swan Energy Limited

(Formerly Swan Mills Limited)

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CIN. L17100MH1909PLC000294

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice.

#### **ITEM NO. 1**

The Board, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Jayaramakrishnan Kannan (DIN: 06551104) as an Additional Director in the category of Independent Director for a term of 5 (five) years with effect from December 19, 2024, subject to approval of members approval through Special Resolution.

Mr. K. Jayaramakrishnan (JRK) aged 70 years, retired from TCS as Vice President, Head Global Alliances. He currently sits on the board of AiQOD, Mitraa, Amitech, Manisha Soft Solutions and Pillar Rocks. He is additionally an Advisor to Check Point, Krya, Method Hub and Mitraa Deep Tech.

JRK is a post-graduate in Management with specialization in Systems and Marketing from the Bajaj Institute of Management, Mumbai. With around 40 years in the IT Industry, he was with Tata Consultancy Services for over 30 years holding various positions both in India and abroad.

In addition to the above, he was a part of the Proposal Approval Committee of the National Skill Development Corporation (NSDC) between 2016-2024.

JRK was the Chairman – Convener for the Confederation of Indian Industry (CII) Task Force on Industry – Institute – Interaction from 2004 to 2009, Chairman of Computer Society of India, Chennai Chapter – 2008, Member of the IT Task Force of the Government of Gujarat and e- Governance Standards Committee of Government of Tamil Nadu, Convenor for the ICT Academy of Tamilnadu (A Consortium of Govt. of India, Govt. of Tamilnadu & CII).

He currently serves as the Treasurer of the Bharathiya Vidya Bhavan, Chennai Kendra. He also sits on the board of Educational Institutions - namely Rajalakshmi Institutions, Sri Chandrasekarendra Saraswathi Viswa Maha Vidyalaya (SCSVMV), GRG School of Management, Shankara Arts and Science College, Akshar Arbol International School, Jaygopal Garodia Higher Secondary School and Rajaji Vidyashram.

Further details of Mr. Jayaramakrishnan Kannan pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings is provided in the Annexure to this Notice.

The NRC has identified amongst others, Leadership and General Management, Strategic and Business Planning, Information Technology and Risk Management, as the skills required for this role. After reviewing the profile of Mr. Jayaramakrishnan Kannan, the NRC and the Board are of the view that Mr. Jayaramakrishnan Kannan possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with his rich experience will benefit the Company. He will attain the age of 75 years during his tenure of 5 years; hence Special Resolution is proposed for his appointment.

The Company has received a declaration from Mr. Jayaramakrishnan Kannan to the effect that he meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules



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framed thereunder and Regulation 16(1)(b) and other applicable provisions of the Listing Regulations. Mr. Jayaramakrishnan Kannan has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Jayaramakrishnan Kannan has confirmed that he is in compliance with Rules 6(1), 6(2) and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, Mr. Jayaramakrishnan Kannan has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Board has assessed the veracity of the above declarations and other documents furnished by Mr. Jayaramakrishnan Kannan Basis the confirmations / declarations provided by Mr. Jayaramakrishnan Kannan, the Board is of the opinion that he fulfils the conditions / criteria specified under the Act, the Rules framed under the Act and the Listing Regulations in relation to his appointment as an Independent Director of the Company and is independent of the management of the Company.

Mr. Jayaramakrishnan Kannan is entitled to sitting fees for attending meetings of the Board / Committees, of which he is a member, subject to the overall limits, as approved by the Members of the Company, from time to time.

The Company has received a notice pursuant to Section 160 of the Act, from a Member signifying the intention to propose the appointment of Mr. Jayaramakrishnan Kannan as a Director of the Company

In the opinion of the Board, Mr. Jayaramakrishnan Kannan is a person of integrity and considering his experience and expertise, recommends his appointment as set out at Item No. 1 of this Notice, for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Jayaramakrishnan Kannan and his relatives, are interested, financially or otherwise, in the Resolution as set out at Item No. 1 of this Notice.

By Order of the Board  
For **Swan Energy Limited**

**Deepesh Kedia**  
(Company Secretary)  
Membership No: ACS 34616

**Date:** February 14, 2025

**Place:** Mumbai

**Registered Office:**

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## Annexure

### Details of Director seeking appointment

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meeting.)

Name of the Director	Mr. Jayaramakrishnan Kannan
DIN	06551104
Date of Birth	24/03/1954
Age	70 years
Date of First Appointment	December 19, 2024
Qualification	Post-graduate in Management with specialization in Systems and Marketing from the Bajaj Institute of Management, Mumbai
Brief Resume	<p>Mr. K. Jayaramakrishnan (JRK) retired from TCS as Vice President, Head – Global Alliances. He currently sits on the board of AiQOD, Mitraa, Amitech, Manisha Soft Solutions and Pillar Rocks. He is additionally an Advisor to Check Point, Krya, Method Hub and Mitraa Deep Tech.</p> <p>JRK is a post-graduate in Management with specialization in Systems and Marketing from the Bajaj Institute of Management, Mumbai. With around 40 years in the IT Industry, he was with Tata Consultancy Services for over 30 years holding various positions both in India and abroad.</p> <p>He was part of the Proposal Approval Committee of the National Skill Development Corporation (NSDC) between 2016-2024.</p> <p>JRK was the Chairman – Convener for the Confederation of Indian Industry (CII) Task Force on Industry – Institute – Interaction from 2004 to 2009, Chairman of Computer Society of India, Chennai Chapter – 2008, Member of the IT Task Force of the Government of Gujarat and e- Governance Standards Committee of Government of Tamil Nadu, Convenor for the ICT Academy of Tamilnadu (A Consortium of Govt. of India, Govt. of Tamilnadu &amp; CII).</p> <p>He currently serves as the Treasurer of the Bharathiya Vidya Bhavan, Chennai Kendra. He also sits on the board of Educational Institutions - namely Rajalakshmi Institutions, Sri Chandrasekarendra Saraswathi Viswa Maha Vidyalaya (SCSVMV), GRG School of Management, Shankara Arts and Science College, Akshar Arbol International School, Jaygopal Garodia Higher Secondary School and Rajaji Vidyashram. .</p>
Experience in specific functional areas	Leadership and General Management, Strategic and Business Planning, Information Technology and Risk Management



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Directorship in other companies (excluding foreign companies)	1. Methodhub Software Limited 2. SS Corporate Management Services Private Limited 3. Himadhri Dairy Products Private Limited 4. Manisha Soft Solutions Private Limited 5. Himadhri Food Products Private Limited 6. Roots Innovation Labs Private Limited
Membership / Chairmanship of committee in other companies (excluding foreign companies)	Nil
Listed companies from which the Director has resigned from Directorship in last 3 (three) years	Nil
Inter-se relationship with other directors and Key Managerial Personnel	No such relation with any of the Director.
No. of Shares held	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

By Order of the Board  
For **Swan Energy Limited**

**Deepesh Kedia**  
(Company Secretary)  
Membership No: ACS 34616

**Date:** February 14, 2025

**Place:** Mumbai

**Registered Office:**

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