

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Swan Energy Limited**  
 2. Quarter ending - **31-Mar-2023**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A (1)]	No of members in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Navinbhai C. Dave	01787259	AABPD6262G	C,NE D		16-Nov-1998				25-Oct-1938	No				Active	Yes	24-May-2019	1	0	1	1	SC	
Mr.	Nikhil V. Merchant	00614790	AAEPM1722D	ED	MD	25-Mar-1992	11-Sep-2019			06-Jul-1960	No				Active	NA		1	0	0	0		
Mr.	Paresh V. Merchant	00660027	AAJPM7513K	ED		23-Nov-1998	11-Sep-2019			19-Sep-1963	No				Active	NA		1	0	1	0	SC,RC	
Mr.	Padmanabhan Sugavaram	03229120	AAMPP4751B	ED		24-Sep-2010	28-Sep-2020			06-Jun-1945	No				Active	NA		1	0	0	0		
Mr.	Pitamber Teckchandani	00319820	ACUPT6610M	ID		29-Sep-2014	29-Sep-2019		102.02	07-Feb-1938	No				Active	Yes	24-May-2019	1	1	0	0	AC,NRC	
Mr.	Shobhan I. Diwanji	01667803	AAEPD9990Q	ID		29-Sep-2014	29-Sep-2019		102.02	18-Aug-1955	No				Active	NA		2	2	2	1	AC,RC,NRC	
Mr.	Rajat Kumar Dasgupta	01725758	AAAPD3186C	ID		29-Sep-2014	29-Sep-2019		102.02	02-Nov-1936	No				Active	Yes	24-May-2019	1	1	0	0		
Mrs.	Surekha Oak	07122776	AACPO3528R	ID		13-Mar-2015	13-Mar-2020		95.18	25-Sep-1954	No				Active	NA		1	1	2	0	AC,SC,RC,NRC	
Mr.	Rohinton Eruch Shroff	00234712	AAFPS3351R	ID		23-Aug-2022	28-Sep-2022		7.08	20-Aug-1950	No				Active	Yes	28-Sep-2022	2	2	0	0		

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shobhan I. Diwanji	ID	Chairperson	30-Mar-2015	
2	Surekha Oak	ID	Member	30-Mar-2015	
3	Pitamber Teckchandani	ID	Member	24-Jun-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Navinbhai C. Dave	C,NED	Chairperson	13-Jul-2016	
2	Paresh V. Merchant	ED	Member	13-Mar-2015	
3	Surekha Oak	ID	Member	13-Mar-2015	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Paresh V. Merchant	ED	Chairperson	30-May-2019	
2	Surekha Oak	ID	Member	30-May-2019	
3	Shobhan I. Diwanji	ID	Member	24-Jun-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shobhan I. Diwanji	ID	Chairperson	30-Mar-2015	
2	Surekha Oak	ID	Member	30-Mar-2015	
3	Pitamber Teckchandani	ID	Member	24-Jun-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
14-Nov-2022	Yes	9	8	4
27-Dec-2022	Yes	9	6	3
14-Feb-2023	Yes	9	7	4
16-Mar-2023	Yes	9	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	48

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	14-Nov-2022	Yes	3	3	3	0
Audit Committee	14-Feb-2023	Yes	3	3	3	0
Stakeholders Relationship Committee	14-Nov-2022	Yes	3	3	1	0
Stakeholders Relationship Committee	14-Feb-2023	Yes	3	3	1	0
Nomination & Remuneration Committee	27-Nov-2022	Yes	3	2	2	0
Risk Management Committee	14-Feb-2023	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : Arun S. Agarwal  
**Designation** : Company Secretary & Compliance Officer

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.swan.co.in
Terms and conditions of appointment of	Yes		www.swan.co.in
Composition of various committees of	Yes		www.swan.co.in
Code of conduct of board of directors and	Yes		www.swan.co.in
Details of establishment of vigil mechanism/	Yes		www.swan.co.in
Criteria of making payments to non-	Not		
Policy on dealing with related party	Yes		www.swan.co.in
Policy for determining 'material' subsidiaries	Yes		www.swan.co.in
Details of familiarization programs imparted	Not		
Email address for grievance redressal and other relevant details entity who are	Yes		www.swan.co.in
Contact information of the designated	Yes		www.swan.co.in
Financial results	Yes		www.swan.co.in
Shareholding pattern	Yes		www.swan.co.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Yes		www.swan.co.in
Advertisements as per regulation 47 (1)	Yes		www.swan.co.in
Credit rating or revision in credit rating	Yes		www.swan.co.in
Separate audited financial statements of	Yes		www.swan.co.in
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.swan.co.in
Materiality Policy as per Regulation 30	Yes		www.swan.co.in
Dividend Distribution policy as per	Yes		www.swan.co.in
It is certified that these contents on the	Yes		www.swan.co.in

<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Not Applicable	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	

<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Not Applicable	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : Arun S. Agarwal  
**Designation** : Company Secretary & Compliance Officer