

SWAN CORP LIMITED

Addendum to NOTICE dated 14/08/2025, convening 117th AGM of the company

Resolution No.1:

Final accounts of all subsidiary companies (*except TOPL*) have been uploaded on the website of the company.

An application for extension of TOPL AGM has been filed with ROC, due to its proposed merger with SDHIL.

Resolution no. 5:

The audit fees paid to outgoing secretarial auditor Mr. Jignesh Pandya, PCS, Proprietor for the financial year 2024-25 was Rs. 50,000/- . M/s SKJP & Associates, is a partnership PCS firm, having 2 partners with 35 + years corporate experience and staff, consisting semi-qualified and trainees.

In view of above, the audit fees for the FY 2025-26 will be proposed in the range of Rs. 50,000/- to Rs. 60,000/-, as may be mutually decided, in the next Board meeting of the company.

Resolution no. 6:

The approval for material related party transactions (“MRPTs”) is being obtained as an **enabling resolution on omnibus basis** which intends to cover transactions proposed to be entered, if required, within 12 months from the date of approval.

As noted in the explanatory statement, the specifics of the proposed financial support and/or investments will be determined at the time of the actual transactions, if entered into by the company during the year, which will be duly approved by the Audit Committee and Board and which cannot be predicted at this stage and are planned/proposed for execution within the specified 12-month period from the date of approval.

The justification for the proposed MRPTs is as under:

- *In SLPL, the onshore LNG terminal at Jafrabad, Guajrat is at advanced stage of completion and is expected to be operational in the near future. For completion of the Terminal, an enabling omnibus approval of Rs. 1000 crore is sought for providing of loan and/or ICD and/or advance and/or investment, if required.*
- *HIL is the Holding company of SDHIL, which has made significant strides in reviving India’s largest integrated shipyard, acquired through a resolution plan approved by NCLT, Ahmedabad. The shipyard is under transformational revival, backed by strategic capital deployment, infrastructure modernisation. Since financing facilities from banks/institutions are under process, funds will be required to be deployed with SDHIL through HIL, for which an enabling omnibus approval of Rs. 2000 crore is sought for providing of loan & advances, if required.*
- *In VIL, the company is planning for expansions of its business verticals through foreign subsidiaries of VIL, for which funds may be required to be deployed, for which an enabling omnibus approval of Rs. 1000 crore is sought for providing of loan and/or ICD and/or advance and/or investment, if required.*

Further, the company also expects to enter into transactions of sale/purchase of goods & services with VIL, at arm’s length basis, on prevailing market terms & conditions, for which an enabling omnibus approval of Rs. 1000 crore is sought, if required.

- *SDHIL, being subsidiary of HIL, will need deployment of funds till banking facilities gets sanctioned and accordingly, an enabling omnibus approval of Rs. 600 crore is sought for providing of loan and/or ICD and/or advance and/or investment, if required.*
- *An enabling omnibus approval is sought for proposed MRPT between HIL (subsidiary) and SDHIL (step down subsidiary) for Rs. 600 crore for the reasons/justification mentioned above, for providing of loan and/or ICD and/or advance and/or investment, if required, in terms of requirement under SEBI (LODR) Regulations, 2015.*

The above proposed MRPTs, if entered into, will be at arm's length, on terms & conditions, comparable with the industry standards and prevailing market practices and in the ordinary course of business, ensuring that all requisite disclosures, as mandated by SEBI (LODR) Regulations and Companies Act, 2013 are made to the Audit Committee for its consideration and approval.

Furthermore, any such MRPTs, being entered by the company, shall be duly disclosed to the Stock Exchanges as per the provision contained under the Listing Obligation and Disclosure Regulations, 2015 on a half-yearly basis.
