



# Swan Energy Limited

(Formerly Swan Mills Limited)

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

## 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 and 11/2022 dated December 28, 2022 and the latest one being General Circular No. 9/2023 dated September 25, 2023 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 Resolutions are 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 resolutions 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 resolutions 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 Saturday, August 17, 2024, and ends at 5.00 P.M. (IST) on Monday, September 16, 2024.

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, September 16, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.



# Swan Energy Limited

(Formerly Swan Mills Limited)

6 FELTHAM HOUSE, 2nd FLOOR, 10, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI - 400 001

Tel.: +91 22 4058 7300 • Email: info@swan.co.in / invgrv@swan.co.in

CIN. L17100MH1909PLC000294

## **SPECIAL BUSINESSES**

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

#### **AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY, AND IN THIS REGARD, TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution be and is hereby accorded to append the following sub clause (x and y) after sub clause (w) of clause III of the Memorandum of Association of Company.

- x. To engage in survey & imaging services related activities using the latest technology including but not limited to Remote sensing, GIS, LIDAR, Laser Scanning and Drone Photogrammetry. These activities shall be carried out by means of satellite, aircraft, helicopter, drone, vehicle based, or handheld instruments.*
- y. To carry on the business of Software designing, development, hardware designing and development, development of hardware with integrated software, system designing and analysis, application designing and development, mobile application development, integration of hardware and software, customization, implementation, maintenance, testing, benchmarking, designing, developing and dealing in computer software and solutions and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on contracting or sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing applications services via internet or otherwise, web site designing, web site development, Information Technology outsourcing domestic & overseas to and from companies and individuals and in providing consultancy services in all above mentioned areas.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and are hereby severally authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution(s).”

### **ITEM NO. 2**

#### **TO APPROVE SALE/DISPOSAL OF ASSET(S) BY TRIUMPH OFFSHORE PRIVATE LIMITED, A MATERIAL SUBSIDIARY OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 24 (6) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI Listing Regulations”) and in accordance with the applicable provisions of the Companies Act, 2013, read with the relevant rules framed thereunder and subject to requisite statutory/ regulatory approvals, if any, as may be required, consent/ratification of the Members



# Swan Energy Limited

(Formerly Swan Mills Limited)

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

be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to sale or dispose off assets by Triumph Offshore Private Limited, a material subsidiary of the Company, amounting to more than 20% of the assets of the material subsidiary, on an aggregate during a financial year as per the audited balance sheet of the preceding financial year of the Company, to buyers/third-parties through various modes including by way of asset sale or through other contractual arrangements, for any purpose in connection with the business activities of the subsidiary, in one or more tranches, on such terms and conditions and in such manner as the Board may deem fit in the best interest of the Company;

**RESOLVED FURTHER THAT** the Board of Directors and/ or Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

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

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

**Date:** August 14, 2024  
**Place:** Mumbai

**Registered Office:**  
6 Feltham House,  
10, J N Heredia Marg,  
Ballard Estate, Mumbai – 400001



# Swan Energy Limited

(Formerly Swan Mills Limited)

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

## NOTES:

1. The Explanatory Statements and reasons for the proposed Resolutions 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 Friday, August 09, 2024 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 MCA 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 **Friday, August 09, 2024**, 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 **Friday, August 09, 2024**, 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 will 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, September 18, 2024, at the Registered Office of the Company. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Monday, September 16, 2024, being the last date specified by the Company for e-voting. Further, resolutions 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.



# Swan Energy Limited

(Formerly Swan Mills Limited)

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

10. The declared 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](http://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>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>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>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>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>



# Swan Energy Limited

(Formerly Swan Mills Limited)

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

	<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 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. 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 evoting 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.



# Swan Energy Limited

(Formerly Swan Mills Limited)

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

## 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 and 022 - 2499 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 22 55 33

### 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 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) To retrieve your ‘initial password’



# Swan Energy Limited

(Formerly Swan Mills Limited)

6 FELTHAM HOUSE, 2nd FLOOR, 10, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI - 400 001

Tel.: +91 22 4058 7300 • Email: info@swan.co.in / invgrv@swan.co.in

CIN. L17100MH1909PLC000294

<p>(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’.</p> <p>(ii) 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>
<p>6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:</p> <p>a) Click on “<b><u>Forgot User Details/Password?</u></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><u>Physical User Reset Password?</u></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>
<p>7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.</p>
<p>8. Now, you will have to click on “Login” button.</p>
<p>9. After you click on the “Login” button, Home page of e-Voting will open.</p>

## **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>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.</li> <li>2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.</li> <li>3. Now you are ready for e-Voting as the Voting page opens.</li> <li>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.</li> <li>5. Upon confirmation, the message “Vote cast successfully” will be displayed.</li> <li>6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.</li> <li>7. 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>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 <a href="mailto:jigneshpandyacs@gmail.com">jigneshpandyacs@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> </ol>
---



# Swan Energy Limited

(Formerly Swan Mills Limited)

6 FELTHAM HOUSE, 2nd FLOOR, 10, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI - 400 001

Tel.: +91 22 4058 7300 • Email: info@swan.co.in / invgrv@swan.co.in

CIN. L17100MH1909PLC000294

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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 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), AADHAR (self-attested scanned copy of Aadhar 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), AADHAR (self-attested scanned copy of Aadhar 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:** August 14, 2024

**Place:** Mumbai

**Registered Office:**

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



# Swan Energy Limited

(Formerly Swan Mills Limited)

6 FELTHAM HOUSE, 2nd FLOOR, 10, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI - 400 001

Tel.: +91 22 4058 7300 • Email: info@swan.co.in / invgrv@swan.co.in

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 Company is presently engaged in the business of Energy, Textile & Construction petroleum / petrochemical products, Infrastructure related business activities. In addition to that, the company also wishes to expand its business into the field of in survey & imaging services Remote sensing, GIS, LIDAR, Laser Scanning and Drone Photogrammetry to be carried out by means of satellite, aircraft, helicopter, drone, vehicle based, or handheld instruments.

The Board of Directors at its meeting held on Wednesday, August 14, 2024 decided to alter main objects clause of the Memorandum of Association (MOA) to enable the Company to carry out the above new line of business activities. The alteration of Objects Clause of MOA requires the approval of shareholders by means of Special Resolution pursuant to Section 13 of the Companies Act, 2013. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 approval of members shall be taken in case of alteration of main objects of the company. Hence the approval of members is being sought.

The Board of Directors of the Company has recommended the resolution at Item No. 1 of the Notice for approval of Members of the Company as a Special Resolution.

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 Special Resolution as set out at Item No. 1 of this Notice

### **ITEM NO. 2**

In reference to an intimation received from the subsidiary company Triumph Offshore Private Limited dated July 31, 2024 proposing sale of Floating Storage Regasification Unit (“FSRU”) vessel and subsequent intimation made by the Swan Energy Limited for the information of the all concerned on the same day, it is hereby proposed to seek shareholder’s approval of Swan Energy Limited in respect of the sale/dispose of assets by Triumph Offshore Private Limited (“TOPL”), material subsidiary of the Company to the third-parties through various modes including by way of asset sale or through other contractual arrangements. Proceeds of such sale will be utilized by the TOPL for the repayment of loans availed and any other purpose in connection with the business activities of the TOPL on such terms and conditions as the board may deem fit.

The Management believes that the consideration from the sale of assets of the subsidiary will generate significant shareholder value by monetization and will be in the best interest of the Company/TOPL.

In terms of Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI Listing Regulations”), selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the Members by way of a special resolution.

In view of the aforesaid regulatory requirement, approval of the Members is sought for the resolution proposed in the Item no. 2 of the notice. The approval sought for the transaction(s) mentioned above are not proposed to be carried out with Promoters, Persons Acting in Concert, Directors or Key Managerial Personnels.



# Swan Energy Limited

(Formerly Swan Mills Limited)

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

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

## **DETAILS OF THE SALE OF ASSETS OF SUBSIDIARY COMPANY TRIUMPH OFFSHORE PRIVATE LIMITED IN REFERENCE TO THE SEBI CIRCULAR**

SN	Particulars	Remarks
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	During the last financial year, on a consolidated basis: a) Amount of income contributed by the Subsidiary: Rs. 646.90 Crores. b) Percentage of income contributed by the Subsidiary: 12.68 %. c) Net worth of the Subsidiary - Rs. 774.23 Crores. d) Percentage of the Net worth contributed by the Subsidiary – 9.65%.
2	Date on which the agreement for sale has been entered into	The Definitive documents shall be signed in due course.
3	The expected date of completion of sale / disposal	6 months
4	Consideration received from such sale/disposal	USD 399 Mn. to be received in multiple tranches over a period.
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/ group companies. If yes, details thereof	BOTAS Trading I.C.  BOTAS Trading I.C. is not a part of Promoter/Promoter Group/Group Companies as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
6	Whether the transaction would fall within related party transactions?  If yes, whether the same is done at “arms length”	The buyer is not a Related Party in terms of Section 2(76) of the Companies Act, 2013, Regulation 2(zb) of Listing Regulations and the applicable Accounting Standards.  However, the transaction is being carried out on arms’ length basis, based on an Independent Valuation report, duly approved by the Audit Committee of the Company.
7	Whether the sale / disposal is outside the scheme of arrangement? If yes, details of the same including compliance with Regulation 37A of LODR regulations	N.A.
8	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	N.A.

By Order of the Board  
For Swan Energy Limited

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

**Date:** August 14, 2024  
**Place:** Mumbai

**Registered Office:**  
6 Feltham House,  
10, J N Heredia Marg,  
Ballard Estate, Mumbai – 400 001