Swal Corporation Limited
Uniphos House, CD Marg, 11th Road,
Madhu Park, Khar (West), Mumbai-400052
022-6856 8000
www.swal.in

Notice is hereby given that Forty-Sixth Annual General Meeting of the Members of Swal Corporation Limited will be held on Friday, 12th September, 2025 at 10:00 a.m. at Uniphos House, C.D. Marg, 11th Road, Khar (West), Mumbai - 400 052, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2025 along with the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Rupesh Gupta (DIN: 09750511), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Ravishankar Cherukuri (DIN: 06755061) as a Director (Non-Executive, Non-Independent), liable to retire by rotation**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ravishankar Cherukuri (DIN: 06755061), who was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board of Directors of the Company with effect from 15th July, 2025, who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and relevant clause(s) of the Articles of Association of the Company, and upon the recommendation of the Board of Directors, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

NOTES:

1. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) were appointed as Statutory Auditors of the Company for a term of five years in the 43rd Annual General Meeting of the Company held on 13th September, 2022 to hold office from the conclusion of the 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate members must be supported by an appropriate resolution/authority, as applicable.

3. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (forty-eight) hours before the commencement of the Meeting.

4. Members /Proxies are requested to fill the Attendance Slip for attending the Meeting.

5. Only Registered Members of the Company may attend and vote at the Annual General Meeting.

6. Voting on Resolution: Each member present shall have one vote in case of voting by show of hands. If any resolution at the meeting is put to vote on a poll each Equity shareholder shall be entitled to one vote for every Equity Share held.

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7. Corporate members intending to send their authorised representatives to attend the meeting are advice to send a duly certified copy of the Board Resolution or Power of Attorney (POA) authorising their representative to attend and vote at the meeting.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between Monday and Friday of every week, up to the date of the AGM of the Company.

9. The route map to the venue of the Annual General Meeting of the Company is provided at the end of the Notice.

Date: 15-07-2025
Place: Mumbai

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For and on behalf of the Board of Director of
Swal Corporation Limited

Rajnikant D Shroff
Director
DIN: 00180810

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors of the Company has appointed Mr. Ravishankar Cherukuri (DIN: 06755061) as an Additional Director of the Company w.e.f 15th July, 2025. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the relevant provisions of the Articles of Association of the Company, Mr. Ravishankar Cherukuri holds office up to the date of this Annual General Meeting of the Company.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is annexed to this Notice as Annexure I.

Mr. Ravishankar Cherukuri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Director of the Company. The Company has received a notice under Section 160 of the Act from a member intending to nominate Mr. Ravishankar Cherukuri to the office of Director.

The Board is of the view that the appointment of Mr. Ravishankar Cherukuri as Non-Executive Director of the Company would be of immense benefit to the Company and hence it recommends the ordinary resolution at Item No. 3 for approval by the members of the Company.

Except Mr. Ravishankar Cherukuri, none of the other Directors or their relatives are, in any way, concerned or interested in this resolution.

Date: 15-07-2025
Place: Mumbai

For and on behalf of the Board of Director of
Swal Corporation Limited

SWAL CORPORATION LTD

Rajnikant D Shroff
Director
DIN: 00180810

Annexure-1

Name of the Director to be appointed	Mr. Ravishankar Cherukuri
Category	Non-Executive Director
Director Identification Number	06755061
Age (in years)	51
Date of first appointment on the Board	15-07-2025
Qualification	MBA from the Indian School of Business and holds a Bachelor's degree in Chemical Engineering from IIT Kharagpur
Expertise in specific functional area	Mr. Ravishankar has a rich background in sales, supply chain, business strategy, and consulting, with notable stints at KPMG, BCG, Accenture, and Unilever.
Profile	Mr. Ravishankar brings in extensive all-round experience from his previous roles at Monsanto and Bayer. Most recently, he served as the Asia Digital Strategy & Enablement Lead at Bayer and prior to that, he was the VP of Marketing for India. He spent 10 years at Monsanto in various leadership roles, including Managing Director of Monsanto India.
Member / Chairperson of the Committees of the Company	Nil
Directorships and Committee memberships in other companies	**Directorships:** Venetto Technologies Private Limited **Committee memberships:** Nil
Remuneration last drawn from the Company	Nil
Remuneration sought to be paid	Nil
Terms and Conditions of Appointment	Director liable to retire by rotation
No. of shares held in the Company	Nil
Relationship with other Directors / KMP	None
Number of Board Meetings attended in FY 2024-25	N.A.

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Route map to the venue of the 46th Annual General Meeting of Swal Corporation Limited