



SDHI/SE/06/2026-27

16th April, 2026

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001 BSE Scrip Code : 533107	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 NSE Symbol : SWANDEF
--	---

Subject: Intimation of Postal Ballot Notice

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 to those members whose e-mail IDs are registered with the Company/ Depositories as on Friday, 10th April, 2026, being the cut-off date.

The Company has engaged KFin Technologies Limited to provide e-Voting facility to its members. The e-Voting period commences from 9.00 AM. (IST) on Monday, 20th April, 2026, and ends at 5.00 P.M. (IST) on Tuesday, 19th May, 2026. Please note that communication of assent or dissent of the members would only take place through remote e-Voting. The instructions for remote e-Voting are provided in the Postal Ballot Notice.

You are requested to take the above on record.

Yours faithfully,

For Swan Defence and Heavy Industries Limited

[formerly known as Reliance Naval and Engineering Limited]

Priti P. Dave

Company Secretary & Compliance Officer

ACS:- 19469

Enclosed as above

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulum Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

To the Members of the Company,

NOTICE is hereby given to the Members of Swan Defence and Heavy Industries Limited (the "**Company**") that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 09/2024 dated 19th September, 2024, 03/2025 dated 22nd September, 2025 and other relevant circulars issued in this regard by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "**MCA Circulars**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, read with relevant SEBI circulars thereof, Secretarial Standard on General Meetings ("**SS-2**") including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, and other applicable laws, rules, guidelines, notifications, circulars and regulations, if any, the following special business is proposed to be passed by the Members of the Company through Postal Ballot via remote Electronic Voting ("**e-Voting**") only.

The proposed Resolution along with the Explanatory Statement setting out material facts, as required in terms of Section 102 of the Act and other applicable provisions of SEBI Listing Regulations read with the relevant Rules of the Act and MCA Circulars are appended below for seeking consent of the Members of the Company through e-Voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the relevant Rules of the Act and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended the e-Voting facility for its Members, to enable them to cast their votes electronically only instead of submitting the physical Postal Ballot form. The Company has appointed KFin Technologies Limited ("**KFin**") for facilitating e-Voting system to enable the Members to cast their votes electronically. The physical copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-Voting system only. The instructions for e-Voting are appended to this Postal Ballot Notice.

The remote e-Voting period commences from 9:00 AM. (IST) on Monday, 20th April, 2026 and ends at 5:00 P.M. (IST) on Tuesday, 19th May, 2026.

The Board of Directors of the Company vide Circular Resolution dated 31st March, 2026, has appointed Mr. Jignesh M. Pandya [M. No. 7346 and CP No. 7318], Proprietor, M/s.

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193



Jignesh M. Pandya & Co., Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder. You are requested to carefully read the instructions in this Postal Ballot Notice and record your vote through the e-Voting process not later than 5:00 P.M. (IST) on Tuesday, 19th May, 2026.

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairman of the Company or a person authorized by him. The results of Postal Ballot shall be declared on or before Thursday, 21st May, 2026 and the same along with the Scrutinizer's Report will be displayed at the Registered Office of the Company, communicated to Stock Exchanges and will also be uploaded on the Company's website at www.sdhi.co.in and on the website of KFin at <https://evoting.kfintech.com>.

The proposed Resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., Tuesday, 19th May, 2026.

SPECIAL BUSINESS:

1. Appointment of Mr. Jayaramakrishnan Kannan (DIN: 06551104) as Non-Executive Independent Director of the Company.

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jayaramakrishnan Kannan (DIN: 06551104), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from 31st March, 2026 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable Rules made thereunder read with Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a Member signifying his intention to propose Mr. Kannan's candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years effective from 31st March, 2026 to 30th March, 2031.

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193



RESOLVED FURTHER THAT the Board of Directors (“Board”) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons from time to time.”

By Order of the Board
For Swan Defence and Heavy Industries Limited
(formerly Reliance Naval and Engineering Limited)

Date: 31st March, 2026
Place: Mumbai

Priti P. Dave
Company Secretary
Membership No.: ACS 19469

Registered Office:
Pipavav Port,
Post Uchhaiya, Via Rajula,
Dist. Amreli - 365 560, Gujarat

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 read with Section 110 of the Act setting out the material facts are appended.
2. The Postal Ballot Notice along with the instructions regarding remote e-Voting is being sent to all the Members by e-mail, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e., National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) and who already have their e-mail address registered with the Registrar and Share Transfer Agent/ Depositories as on Friday, 10th April, 2026 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
3. The Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.sdhi.co.in and also on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
4. The Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e., NSDL/ CDSL as on the

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)



Cut-off Date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail address with the RTA/ Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.

5. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with rules made thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 and relevant Circulars issued by Ministry of Corporate Affairs, and any amendments thereto, the Company is pleased to offer facility of remote e-Voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice. The Company has engaged KFin Technologies Limited ("KFin"), to provide e-Voting facility to its Members.
6. The portal for e-Voting will remain open for the Members for exercising their voting from Monday, 20th April, 2026, at 09:00 A.M. Indian Standard Time ("IST") till Tuesday, 19th May, 2026 at 05:00 P.M. IST. Please note that e-Voting module will be disabled for voting by KFin after the said date and time. During this period, the Members of the Company holding shares, as on the Cut-off Date, may cast their vote electronically. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
7. The voting rights of the Members shall be in proportion of their shareholding to the total paid up equity share capital of the Company as on the cut-off date i.e. 10th April, 2026.
8. All the documents referred in the Explanatory Statement shall be available for inspection through electronic mode, during business hours, except Saturday, Sunday, and National Holidays from the date hereof up to the date of announcement of results of Postal Ballot. Members seeking to inspect such documents can send an e-mail to sdhi.investors@swan.co.in, mentioning their name, Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
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 Thursday, 21st May, 2026, at the Registered Office of the Company. The Resolution, if passed by requisite majority shall be deemed to have been passed on Tuesday, 19th May, 2026, being the last date specified by the Company for e-Voting. Further, such resolution will be deemed to have been passed as if it is passed at a General Meeting of the Members.

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193



10. The Result along with the Report of the Scrutinizer shall be forwarded to the BSE and NSE and shall be uploaded on the website of the Company i.e., www.sdhi.co.in and website of KFin Technologies Limited at <https://evoting.kfintech.com>.
11. The instructions for Shareholders for e-Voting are as under:

THE PROCEDURE AND INSTRUCTIONS FOR VOTING ELECTRONICALLY ARE AS FOLLOWS:

I. Login method for e-Voting for Individual shareholders holding securities in demat mode.





Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs 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	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 3. Click on options available against Company name or e-Voting service provider - KFintech and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held 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. 3. Click on options available against Company name or e-Voting service provider - KFintech and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period. <p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi. 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-Voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

	<p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. 2. Once you click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. 3. Click on option available against Company name or e-Voting service provider- KFintech and you will be redirected to e-Voting service provider website 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 respective websites.</p>	
<p>Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:</p>	
Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

II. Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-Voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)



recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., 9647.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at jigneshpandyacs@gmail.com and may also upload the same in the e-Voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVEN'
12. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).
13. For any further clarifications, you may also contact the following officials:

Contact Details	
Company	Ms. Priti P. Dave Company Secretary & Compliance Officer Swan Defence and Heavy Industries Limited Corp. Off.: Vakils House, 1 st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai – 400001 E-mail: sdhi.investors@swan.co.in Tel.: 022- 4058 7300

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)



Registrar & Transfer Agent	Kfin Technologies Limited Selenium Tower – B, Plot No. 31 & 32 Survey No. 116/22, 115/24, 115/25 Financial District, Nanakramguda, Hyderabad 500 032 Email: ris.del@Kfintech.com Tel.: +91 40 6716 1500
Scrutinizer	CS Jignesh Pandya, Practicing Company Secretary Email: jigneshpandyacs@gmail.com

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat
Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001
+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193



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

In terms of the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”), Secretarial Standard on General Meetings (“**SS-2**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the following statement sets out the material facts relating to the item as set out in this Notice.

Item No 1:

Pursuant to the provisions of the Companies Act, 2013 (“**the Act**”) read with the Articles of Association of the Company, the Nomination and Remuneration Committee (“**NRC**”), post consideration and upon due evaluation of the skills, experience and knowledge that would be available, recommended to the Board of Directors (“**the Board**”) the appointment of Mr. Jayaramakrishnan Kannan (DIN: 06551104), as an Independent Director of the Company. Subsequently the Board, in line with the recommendation of the NRC and subject to the approval of the shareholders, had appointed Mr. Jayaramakrishnan Kannan, as an Additional Director designated as an Independent Director of the Company, with effect from 31st March, 2026 for a first term of 5 (five) consecutive years from 31st March, 2026 to 30th March, 2031, not liable to retire by rotation.

Mr. Kannan is qualified to be appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as a Director, if appointed. The Company has also received a declaration from Mr. Kannan confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received a notice in writing from a Member pursuant to the provisions of Section 160 of the Act proposing the candidature of Mr. Kannan for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Kannan fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is also independent of the management. He possesses appropriate skills, experience, knowledge and capabilities, required for the role of an Independent Director. Further, it is felt that Mr. Kannan’s extensive experience and expertise in strategic planning, business development, corporate governance and advisory roles will be of significant value to the Company. His knowledge and leadership experience will immensely benefit the Company and strengthen the Board’s guidance and oversight. This had been considered and evaluated by the NRC and the Board in detail, and it had expressed

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193



satisfactory views in relation to his appointment. This may be deemed to be the justification for choosing Mr. Kannan for appointment as an Independent Director.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, further read with Regulation 25(2A) of the SEBI Listing Regulations, appointment of Mr. Kannan as an Independent Director shall require approval of the Members of the Company by way of a Special Resolution. In view of the same, approval of the Members is hereby sought by way of passing of a Special Resolution for the appointment of Mr. Jayaramakrishnan Kannan as a Non-Executive Independent Director of the Company with effect from 31st March, 2026 for the first term of 5 (five) consecutive years commencing from 31st March, 2026 up to 30th March, 2031, not liable to retire by rotation. If appointed, he will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board/ Committee(s) as approved by the Board from time to time and reimbursement of expenses for participation in such meetings. Copy of the letter of appointment issued to Mr. Kannan setting out the terms and conditions of appointment is available for inspection by the Members electronically at the website of the Company at www.sdhi.co.in. Members seeking to inspect the same can send an email to sdhi.investors@swan.co.in.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India are annexed to this Notice which is marked as Annexure-I.

Except Mr. Jayaramakrishnan Kannan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board accordingly recommends the Special Resolution as set out at Item No. 1 of the Notice for approval of the Members.

By Order of the Board
For Swan Defence and Heavy Industries Limited
(formerly Reliance Naval and Engineering Limited)

Date: 31st March, 2026
Place: Mumbai

Priti P. Dave
Company Secretary
Membership No.: ACS 19469

Registered Office:
Pipavav Port,
Post Uchhaiya, Via Rajula,
Dist. Amreli - 365 560, Gujarat

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)



ANNEXURE-I TO THE NOTICE OF POSTAL BALLOT

Details of Director seeking appointment as per regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of the Director	Mr. Jayaramakrishnan Kannan
Director Identification Number (DIN)	06551104
Brief Profile	Mr. Kannan is a post graduate in Management with specialization in Systems and Marketing from the Bajaj Institute of Management, Mumbai with around 40 years of experience in the Information Technology industry.
Date of Birth	24 th March, 1954
Age	72 Years
Nationality	Indian
Date of first appointment	31 st March, 2026
Qualification	Post-graduate in Management with specialization in Systems and Marketing from the Bajaj Institute of Management, Mumbai.
Experience (including expertise in specific functional area)	<p>Mr. Jayaramakrishnan Kannan has around 40 years of experience in the Information Technology industry, including over 30 years with Tata Consultancy Services (TCS) where he held various leadership positions in India and overseas. He retired from TCS as Vice President – Global Alliances and has extensive experience in strategic alliances, business development, client relationship management, technology consulting and corporate strategy.</p> <p>During his tenure at TCS, he served as Regional Manager (Maryland, USA), Vice President – India Business Unit, and handled key global clients such as American Express, Time Warner, Target and Nasdaq. He has also served on the boards of several technology ventures and educational institutions and continues to act as an advisor to various technology companies. His expertise includes strategic planning, IT services, alliances management, corporate governance and industry– academia collaboration.</p>
Skills & Capabilities	<ul style="list-style-type: none"> • Information Technology Industry Expertise • Strategic Alliances & Business Development • Leadership & Global Business Management

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193

	<ul style="list-style-type: none"> • Corporate Governance & Board Advisory
Terms and conditions of appointment	As per the resolution set out at item no. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration sought to be paid / last drawn	Sitting fees for attending the meetings of the Board and/or its Committees, as approved by the Board of Directors from time to time.
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of Board attended during the year	-
List of other Companies in which Directorship held	<p>Listed Public Companies:</p> <ol style="list-style-type: none"> 1. Swan Corp Limited 2. Jain Resource Recycling Limited 3. Veritas (India) Limited 4. Methodhub Software Limited <p>Private Companies:</p> <ol style="list-style-type: none"> 1. Himadhri Food Products Private Limited 2. Manisha Soft Solutions Private Limited 3. Roots Innovation Labs Private Limited 4. SS Corporate Management Services Private Limited 5. Himadhri Dairy Products Private Limited <p>Unlisted Public Companies: None</p> <p>Company licensed and registered in terms of Section 8 of the Companies Act, 2013: None</p>
Listed entities from which resigned in the past three years	Nil
Chairman / Member of the Committees of the Board across all Public Companies in which Directorship held (including listed entities)	<p>Jain Resource Recycling Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Chairman • Nomination & Remuneration Committee – Member <p>Swan Corp Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193



from which resigned in the past three years)	<p>Veritas (India) Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member <p>Methodhub Software Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Stakeholders Relationship Committee - Chairman • Nomination & Remuneration Committee – Member
Chairman / Member of the Committees of the Board of Directors of the Company	None
No. of Shares held in the Company, including shareholding as a beneficial owner	Nil

SWAN DEFENCE AND HEAVY INDUSTRIES LIMITED
(Formerly known as Reliance Naval and Engineering Limited)

Registered Office: Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli - 365 560, Gujarat

Corporate Office: Vakils House, 1st Floor, Shri Shivsagar Ramgulam Marg, Ballard Estate, Mumbai - 400 001

+91 22 4058 7300 | info@swan.co.in | www.sdhi.co.in | CIN - L35110GJ1997PLC033193