

**SWELECT ENERGY SYSTEMS LIMITED**

**CIN: L93090TN1994PLC028578**

Registered Office: "SWELECT HOUSE", No.5, Sir P.S.Sivasamy Salai,  
Mylapore, Chennai - 600 004

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**NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING**

Notice is hereby given that the **TWENTY THIRD** Annual General Meeting of the members of **SWELECT ENERGY SYSTEMS LIMITED** will be held on Thursday the 9th August 2018 at 3.30 P.M. at Savera Hotel, 'Samavesh Hall', No. 146, Dr. Radhakrishnan Road, Mylapore, Chennai – 600 004 to transact the following business:

**ORDINARY BUSINESS**

**1. Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon**

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

**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors, be and are hereby considered and adopted.

**RESOLVED FURTHER THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the report of the Auditors, be and are hereby considered and adopted.

**2. Declaration of Dividend**

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

**RESOLVED THAT** a dividend of Rs.4/- per equity share [i.e. 40% on the paid up equity share capital of Rs. 10,10,58,400/- (Rupees Ten Crore Ten Lakh Fifty Eight Thousand Four Hundred Only)] of the Company as recommended by the Board of Directors be and is hereby declared and that the same be paid within 30 days to all the shareholders whose names appear on the Register of Members as on 2nd August 2018.

**3. Appointment of Mr. A. Balan as Director of the Company**

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

**RESOLVED THAT** Mr. A. Balan (DIN: 00017091), whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company.

**4. Appointment of Mrs. Jayashree Nachiappan as Director of the Company**

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

**RESOLVED THAT** Mrs. Jayashree Nachiappan (DIN: 03173327), whose period of office is liable to determination by retirement of Directors by rotation and who has offered herself for re-appointment be and is hereby re-appointed as a Director of the Company.

**5. Ratification of Statutory Auditors**

The Ministry of Corporate Affairs vide its notification dated 7.5.2018, omitted the provision for ratification of appointment of Auditors by Shareholders at every Annual General Meeting (AGM). Accordingly, the ratification of the appointment of Statutory Auditors by Shareholders is not required to be adopted in every AGM.

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

**RESOLVED THAT** in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 11.08.2017 and in accordance with the provisions of Companies (Amendment) Act, 2017 pertaining to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force), the approval of the Members be and is hereby accorded to continue the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018), as the Statutory Auditors of the Company on such remuneration as may be decided by the Board of Directors on the recommendation of the Audit Committee, to hold office till the conclusion of the Twenty Seventh Annual General Meeting and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

## SPECIAL BUSINESS

### 6. Appointment of Mr. K.V. Nachiappan as a Whole Time Director of the Company

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, approval be and is hereby accorded to the appointment of Mr. K. V. Nachiappan (DIN: 00017182) as a Whole Time Director of the Company for a period of five years with effect from 20th April 2018 to 19th April 2023, on such terms and conditions as specified below.

1. Remuneration by way of Salary, Dearness Allowances, House Rent Allowance, Personal Accident Insurance and LIC Group insurance Scheme, Club Fees (Subject to a maximum of two clubs) and Gas, Electricity and Water not to exceed Rs.1.75 Lakhs per month or Rs.21.00 Lakhs per annum before standard Tax Deductions (TDS).
2. In addition to (1) above, Mr. K. V. Nachiappan, will also be eligible for the following perquisites:-
  - a) Encashment of leave as per Company's Policy.
  - b) Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
  - c) Car: Car will be provided by the Company. The expenses connected with the operations will be reimbursed as per the rules of the Company from time to time.
  - d) Telephone: Provision of a telephone at residence. Personal long distance calls shall be billed by the Company.
  - e) Soft furnishing allowance/Entertainment Allowance/Daily Allowance/Recreation Allowance/Domestic Service Allowance, subject to a ceiling of Rs. 3,00,000/- per annum.
  - f) Reimbursement of Medical Expenses for Self and Family, as approved by CCIT.

The period of his office shall be liable to retire by rotation.

N.B.

- i. The above allowances / benefits / reimbursements would be subject to the applicable Income - Tax Rules.
- ii. The word "family" shall mean the persons specified in the Companies Act, 2013.
- iii. Use of Car and telephone shall be dealt with as per the applicable provisions under the Income Tax Rules.

### 7. Ratification of remuneration of Cost Auditors

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

**RESOLVED THAT** the Shareholders hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (as amended) for approving recommendation of Audit Committee for remuneration at Rs.1,32,000/- plus applicable tax (One Lakh Thirty Two Thousand Only) and out of pocket expenses of M/s. Ravichandran Bhagyalakshmi & Associates, (Firm Registration No.001253), Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31.03.2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### 8. Approval for the borrowing powers of the company

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013, ('Act') and all other applicable provisions, if any, of the Act, as amended from time to time, and the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors or Committee of the Board of Directors (hereinafter referred to as "the Board") to borrow from time to time any sum or sums of money as may be required for the purpose of the business of the Company on such terms and conditions and with or without the security as the Board may think fit, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time exceed an amount of Rs.300 crores (Rupees Three Hundred Crores only) and that the Board be and is hereby empowered and authorised to decide on the terms and conditions in relation to such borrowings from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/ agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in respect of the borrowing(s) aforesaid.

**9. Authorisation to create charge on properties of the Company, both present and future**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act, as amended from time to time, and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors or Committee of the Board of Directors (hereinafter referred to as the "Board") to create charge, pledge, mortgage and hypothecate in addition to existing charge, pledge, mortgage and hypothecations already created by the Company, in such form, manner, ranking and at such time and on such terms and conditions as the Board may deem fit in the interest of the Company, on all or any of the immovable and/ or movable properties of the Company, both present and future, and / or any other assets or properties, either tangible or intangible, of the Company and / or the whole or any part of the undertaking(s) in favour of the Lender(s) for securing the borrowing availed or to be availed by the Company by way of loan, subject to the limits approved by the members under Section 180 (1) (c) of the Act together with the interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s) or any other document, entered into/to be entered into between the Company and the Lender(s) in respect of the said loan(s)/borrowing(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings / agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.

By Order of the Board  
For **SWELECT ENERGY SYSTEMS LIMITED**

Sd/-  
R. Sathishkumar  
Company Secretary

Chennai  
25<sup>th</sup> May 2018

**NOTES:**

1. The related Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all the material fact concerning item No(s). 6 to 9 is annexed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself and such proxy need not be a member of the company.
3. A blank form of proxy is enclosed, which, if used, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Pursuant to the provisions of section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of Shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
4. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorising such representative to attend and vote on their behalf at the meeting.
6. The Register of Members and the Share Transfer Books will remain closed from 3<sup>rd</sup> August 2018 to 9<sup>th</sup> August 2018 both days inclusive, for determining the name of Members eligible for payment of dividend on equity shares and Annual General Meeting (AGM).
7. The dividend on Equity shares, if declared at the ensuing Annual General Meeting, will be credited / deposited within 15 days from the date of AGM (ie. on or before August 23, 2018) to those Members whose names appear on the Company's Register of Members on 2<sup>nd</sup> August 2018.

8. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government.

The Ministry of Corporate Affairs notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, on September 5, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on February 28, 2017 ("IEPF Rules") which are applicable to the Company. The objective of the IEPF Rules is to help members ascertain the status of unclaimed amounts lying in the Company. In terms of the IEPF Rules, the Company uploaded the information in respect of the Unclaimed Dividends as on the date of the last AGM i.e. August 11, 2017, on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors" page on the website of the Company.

The summary of the unpaid dividend for the past years and the dates on which the outstanding amount shall be transferred to Investor Education and Protection Fund are given in the table below.

Year	Type of Dividend	Dividend Per Share (Rs.)	Date of Declaration	Due Date for Transfer	Amount Rs. (As on 25-5-2018)
2010-2011	Final	3.00	06.08.2011	10.09.2018	1,03,404
2011-2012	Final	3.00	21.07.2012	24.08.2019	49,140
2012-2013	Interim	120.00	09.07.2012	13.08.2019	19,91,640
2012-2013	Final	8.00	24.07.2013	28.08.2020	2,11,952
2013-2014	Final	9.00	28.07.2014	01.09.2021	2,22,948
2014-2015	Final	2.50	29.07.2015	05.09.2022	84,025
2015-2016	Interim	3.00	14.03.2016	19.04.2023	1,05,135
2015-2016	Final	1.00	28.07.2016	01.09.2023	44,672
2016-2017	Final	4.00	11.08.2017	16.09.2024	1,85,928

9. As per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. In accordance with the IEPF Rules, the Company has transferred 5170 Equity Shares to Investor Education and Protection Fund Authority through Corporate Action pertaining to unpaid / unclaimed dividend for the financial year 2008-2009.

The Company has also sent out individual communication on 07-02-2018 to the shareholders whose dividend remains unclaimed for seven consecutive years, and published an advertisement in newspapers, inviting such shareholders to claim their dividend pertaining to unpaid / unclaimed dividend for the financial year 2009 -10. The Company ascertained 5820 Equity Shares were required to be transferred to IEPF for which the necessary action is under process.

However, the Shareholders may approach the Nodal Officer of the Company to claim the above unclaimed Dividend amount and Shares which were transferred to IEPF Authority. The Contact details of the Nodal officer are furnished in the website of the Company under Investors page.

10. Members who have not claimed their dividend for the financial year ended 2010-2011 and/or any subsequent years are requested to write to the Company giving necessary details along with claimant's proof of identity and address. In this connection the Company has placed the names of such persons who have not claimed dividend since 2010-2011 in the website of the company and the shareholders can view the details at [www.swelectes.com](http://www.swelectes.com) under investors page.
11. In order to enable payment of dividend by direct credit to the bank accounts of the Shareholders through National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT), those holding shares in physical form are requested to furnish their mandates such as Details of PAN and Bank to M/s. Cameo Corporate Services Limited. Those holding shares in Demat form are requested to update their records with their respective Depository Participants in this respect.
12. Electronic copy of the Annual Report for the year 2017-18 and the Notice of the 23rd Annual General Meeting (AGM) are being sent to all the Shareholders whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Shareholders who have not registered their email address, physical copies of the Annual Report for the year are being sent in the

permitted mode. These Shareholders are requested to register their E-mail IDs with the DP/Registrar. Annual Report and the Notice of the AGM are available in the Company's website viz., [www.swelectes.com](http://www.swelectes.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office at "SWELECT HOUSE", No.5, Sir P.S.Sivasamy Salai, Mylapore, Chennai - 600004 between 11.00 A.M. and 5.00 P.M. on all working days up to the date of the AGM.

13. Pursuant to section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is required to provide Shareholders the facility to cast their vote by electronic means. The detailed instructions for Remote e-voting are annexed to this Notice.
14. Location /Road map layout of the AGM Hall is given at the last page of the Notice.

**Annexure to Notice**  
**Explanatory statement required in pursuance of section 102 of the Companies Act, 2013.**

The following statement sets out the material facts relating to special business mentioned in the accompanying Notice and shall be taken as forming part of the notice.

**Item No. 6**

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on April 20, 2018, had appointed Mr. K. V. Nachiappan as an Additional Director of the Company with effect from April 20, 2018 and Mr. K. V. Nachiappan, was also appointed as a Whole Time Director of the Company for a period of 5 years from 20th April 2018 to 19th April 2023 as per the terms and conditions as set out in the resolution, subject to the approval of the shareholders.

Mr. K V. Nachiappan, is husband of Mrs. Jayashree Nachiappan, Director of the Company.

No director, key managerial personnel or their relatives, except Mrs. Jayashree Nachiappan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 6 of the Notice for the approval of the members.

**Item No. 7**

On the recommendation of the Audit Committee, the Board, at its meeting held on 25.05.2018, appointed M/s. Ravichandran Bhagyalakshmi & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019. The Board also approved the remuneration of Rs.1,32,000/- plus out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

No director, key managerial personnel or their relatives, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 7 of the Notice for the approval of the members.

**Item No. 8 and 9**

As per the provisions of Section 180 of the Companies Act, 2013, approval of Members of the company by way of a Special Resolution is required to borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company banker's in the ordinary course of business) and to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. The Company secures the money borrowed by it by creating charge/lien/mortgage on the properties of the Company, which may be deemed to be sale/lease as per the provisions of Section 180 of the Companies Act, 2013.

In view of the aforesaid provisions, the resolutions under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 by way of special resolution are set out at item no. 8 and 9 authorising the Board or Committee thereof to borrow and to create charge, pledge, mortgage etc., on the assets of the Company for securing the borrowings, provided that the total amount that may be borrowed by the Board shall not at any time exceed Rs.300.00 Crore (Rupees Three Hundred Crores only).

No director, key managerial personnel or their relatives, is interested or concerned in the resolutions.

The Board recommends the resolution set forth in Item No. 8 and 9 of the Notice for the approval of the members.

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT**

**1. Brief profile of Mr. A. Balan and nature of his expertise in specific functional areas:**

<b>Age &amp; Date of Birth</b>	65 years (10/05/1953)
<b>Qualification</b>	BE (Electrical and Electronics)
<b>Experience</b>	Served in Best & Crompton Engineering Ltd, in the middle management cadre for over 15 years. Had undertaken various assignments of the company, in the field of Manufacturing, Plant Maintenance, and vendor development. He also served in Novateur Electrical & Digital Systems Pvt. Ltd. as Director-operations, responsible for sales and technical support, for a period of 3 years. At present heading Operations and technical support of SWELECT Energy Systems Ltd
<b>Terms and conditions of re-appointment</b>	Liable to retire by rotation
<b>Remuneration</b>	The same as approved by the shareholders at the Annual General Meeting held on 28th July 2016.
<b>Date of first appointment on the Board</b>	03.10.2015
<b>Shareholding in the Company</b>	309728 Equity Shares
<b>Inter-se relationship with other Directors</b>	NIL
<b>Number of Board meetings attended during the year</b>	5
<b>Directorships held in other Companies</b>	SWELECT Green Energy Solutions Private Limited SWELECT Solar Energy Private Limited K J Solar Systems Private Limited SWELECT Electronics Private Limited SWELECT Power Systems Private Limited Does not hold directorship in Public or Listed entity
<b>Chairmanship / Membership in Committees of the other Board</b>	NIL

**2. Brief Profile of Mrs. Jayashree Nachiappan and nature of her expertise in specific functional areas:**

<b>Age &amp; Date of Birth</b>	51 years (15/12/1966)
<b>Qualification</b>	BE (Printing Technology) from College of Engineering, Guindy affiliated to Anna University, Chennai
<b>Experience</b>	Running her own Offset printing press for the past 24 years
<b>Terms and conditions of re-appointment</b>	Liable to retire by rotation
<b>Remuneration</b>	NIL
<b>Date of first appointment on the Board</b>	13.8.2012
<b>Shareholding in the Company</b>	100 Equity Shares
<b>Inter-se relationship with other Directors</b>	Wife of Mr. K. V. Nachiappan, Whole Time Director
<b>Number of Board meetings attended during the year</b>	6
<b>Directorships held in other Companies</b>	SWELECT Green Energy Solutions Private Limited SWELECT Solar Energy Private Limited INFINITO Technologies India Private Limited Does not hold directorship in Public or Listed entity
<b>Chairmanship / Membership in Committees of the other Board</b>	Nil

3. Brief profile of Mr. K. V. Nachiappan and nature of his expertise in specific functional areas:

<b>Age &amp; Date of Birth</b>	52 years (30.09.1965)
<b>Qualification</b>	Qualified Engineer in Electrical & Electronics and a rank holder from Bharathiar University.
<b>Experience</b>	<ul style="list-style-type: none"> <li>• Member of Institute of Electrical &amp; Electronics Engineers (IEEE)</li> <li>• 30 Years in Electrical and Power Electronics Industry.</li> </ul> <p><u>Shanti Electricals, Bangalore:</u> 1988 - 1990: Site Engineer for Electrical Projects</p> <p><u>Numeric Power Systems Limited, India:</u> 1991-2005: Product Development, UPS Manufacturing, and Country Manager for 3ph Technical and Field support.</p> <p><u>Socomec Numeric UPS Pvt. Limited :</u> 2006 -2007: Country Sales Manager - responsible for sales of 3ph UPS</p> <p><u>Numeric Power Systems Limited, India:</u> 2007 - 2012: Head - 3 Phase UPS Division</p> <ul style="list-style-type: none"> <li>• Overall responsibility for the 3 Phase UPS Division, which includes Marketing, Sales, and After Sales functions for the Country.</li> </ul> <p><u>Novateur Electrical and Digital Systems Pvt. Limited, India :</u> 2013-2018: Head: Marketing and R&amp;D</p> <p>Responsible for implementing key marketing initiatives such as market analysis, new product launches and is also heading the re-search &amp; development activities.</p>
<b>Terms and conditions of appointment</b>	As set out in the proposed Resolution No.6 of the accompanying notice
<b>Remuneration</b>	
<b>Date of first appointment on the Board</b>	20.04.2018
<b>Shareholding in the Company</b>	1,10,232 Equity Shares
<b>Inter-se relationship with other Directors</b>	Husband of Mrs. Jayashree Nachiappan, Non-Executive Director
<b>Number of Board meetings attended during the year</b>	Not Applicable – Appointed by the Board with effect from 20.04.2018
<b>Directorships held in other Companies</b>	Nil
<b>Chairmanship / Membership in Committees of the other Board</b>	Nil

By Order of the Board  
For **SWELECT ENERGY SYSTEMS LIMITED**

Sd/-  
R. Sathishkumar  
Company Secretary

Chennai  
25<sup>th</sup> May 2018

### **Electronic voting (Remote e-voting)**

Pursuant to provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide Remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 23rd Annual General meeting of the Company to be held on Thursday the 9th August 2018 at 3.30 p.m. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

**The voting period begins on 6th August 2018 at 9:00 am and ends on 8th August 2018 at 5:00 pm. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2nd August 2018, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.**

**“Remote e-voting” means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.**

Please read the instructions printed below before exercising your vote.

**The instructions for Remote E-Voting are as under:-**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on “Shareholders / Members” tab.
- (iii) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below.

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by 8 digits serial number (printed on the first line of address label affixed on envelope carrying the Annual Report) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.  For Example: Your name : SURESH KUMAR 8 digits Serial No : 00002800 Then type in the PAN Field : SU00002800
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on “SUBMIT” tab.



- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for SWELECT ENERGY SYSTEMS LIMITED on which you choose to vote.
- (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

**(xvi) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xviii) For any queries or issues regarding remote e-voting, you may also contact our Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002. Name of contact person: Mr. P. Muralidharan, Assistant Manager, email id:[murali@cameoindia.com](mailto:murali@cameoindia.com), Tel: + 91 44 28460390.

**Mobile app m-Voting:**

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**General Instructions**

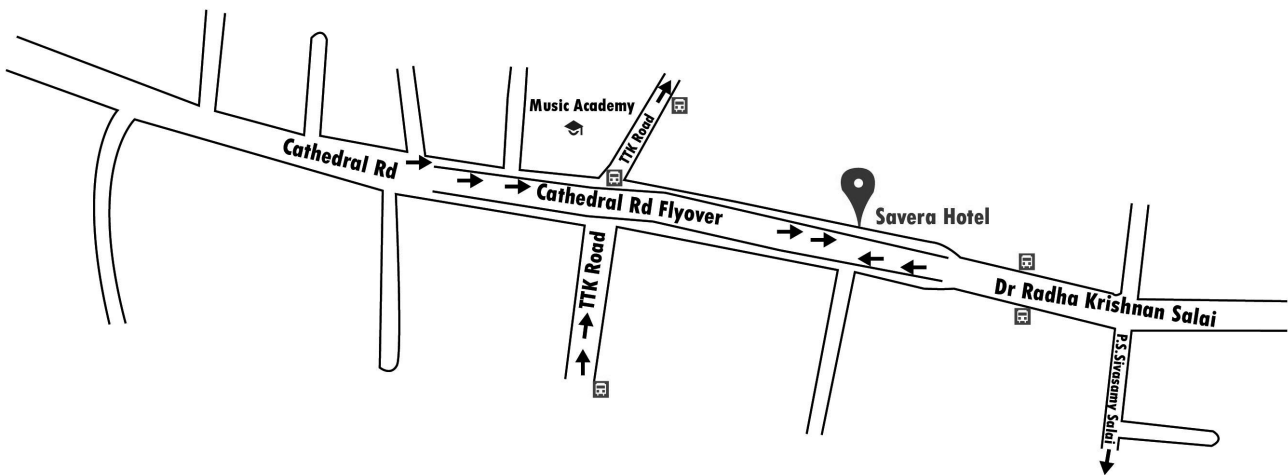
- a. M/s. P. Eswaremoorthy and Company, Company Secretaries (Membership No. FCS 6510), has been appointed as the Scrutinizer to scrutinize the process of Remote e-voting and Poll at the AGM in a fair and transparent manner.
- b. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses

not in employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

- c. The results declared along with the Scrutinizer's Report will be placed on the Company's website [www.swelectes.com](http://www.swelectes.com), website of CDSL and the same will also be communicated to BSE Ltd., and National Stock Exchange of India Limited.
- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 2nd August 2018.
- e. Members who did not cast their vote through Remote e-voting during the e-voting period shall be allowed to cast their vote at the AGM through ballot paper. Members who have voted through Remote e-voting can attend the meeting but cannot vote again through ballot paper at AGM.

For your immediate reference, we have given below the location/route map to reach the venue of the Annual General Meeting of the Company.

### LOCATION / ROUTE MAP



Venue of AGM:  
**Savera Hotel, Samavesh Hall,**  
 146, Dr. Radhakrishnan Road,  
 Mylapore, Chennai – 600004.  
 Phone : +91 - 44 - 2811 4700.

**Form No.MGT-11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**SWELECT ENERGY SYSTEMS LIMITED**

CIN: L93090TN1994PLC028578

Registered Office: SWELECT House, No.5, Sir P.S. Sivasamy Salai, Mylapore, Chennai-600004.

Tel: 044-24993266 Fax: 044-24995179 E-mail: cg.ird@swelectes.com, Website: www.swelectes.com

Name of the member(s):

Registered address:

E-mail Id:

Folio No / Client Id:

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DP Id:

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I / We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : .....
- Address : .....
- E-mail Id : .....
- Signature : ....., or failing him
  
2. Name : .....
- Address : .....
- E-mail Id : .....
- Signature : ....., or failing him
  
3. Name : .....
- Address : .....
- E-mail Id : .....
- Signature : .....



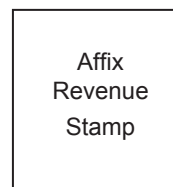
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Thursday the 9th August 2018, At 3:30 p.m. at Savera Hotel, No.146, Dr. Radhakrishnan Road, Mylapore, Chennai – 600 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Subject matter of Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary business</b>				
1	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.			
2	Declaration of Dividend			
3	Appointment of Mr. A. Balan as Director of the Company			
4	Appointment of Mrs. Jayashree Nachiappan as Director of the Company			
5	Ratification of Statutory Auditors			
<b>Special business</b>				
6	Appointment of Mr. K.V. Nachiappan as a Whole Time Director of the Company			
7	Ratification of remuneration of Cost Auditor			
8	Approval for the borrowing powers of the Company.			
9	Authorisation to create charge on properties of the Company, both present and future			

Signed this ..... day of ..... 2018.

Signature of shareholder:.....

Signature of the Proxy holder(s): .....



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**SWELECT ENERGY SYSTEMS LIMITED**

CIN: L93090TN1994PLC028578

Registered Office: SWELECT House, No. 5, Sir P.S. Sivasamy Salai, Mylapore, Chennai-600004.

Tel: 044-24993266 Fax: 044-24995179 Email: cg.ird@swelectes.com, Website: www.swelectes.com

**ATTENDANCE SLIP**

1. Name and Address :
2. Joint Holder(s) :
3. E-mail Id :
4. Folio No. / DP Id / Client Id :
5. No. of Shares :

I/We hereby certify that I/ We, am/ are registered Member/Proxy for the registered Member of the Company and hereby record my /our presence at the 23rd Annual General Meeting of the Company on Thursday the 9th August 2018 at 3:30 p.m. at Savera Hotel, No.146, Dr. Radhakrishnan Road, Mylapore, Chennai-600004.

Name of the Registered Holder / Proxy (IN BLOCK LETTERS)	Signature of the Registered Holder / Proxy

**Note:**

Members / Proxies to Members are requested to sign and hand over this slip at the entrance of the venue of the Meeting.

