

SWELECT ENERGY SYSTEMS LIMITED

CIN: L93090TN1994PLC028578

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

Tel: +91 44 24993266 Fax: +91 44 24995179

E-mail: cg_ir@swelectes.com Website: www.swelectes.com

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the **TWENTY SECOND** Annual General Meeting of the members of **SWELECT ENERGY SYSTEMS LIMITED** will be held on Friday the 11th August 2017 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, 2017, 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 financial statements of the Company for the financial year ended March 31, 2017 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, 2017 together with the reports 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 Crores Ten Lakhs 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 4th August 2017.

3. **Appointment of Mr. V. C. Raghunath as a 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. V. C. Raghunath (DIN: 00703922), 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 Statutory Auditors, M/s. Deloitte Haskins & Sells LLP.**

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 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) be and are hereby appointed as statutory auditors of the Company, in place of the retiring statutory auditors M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W), to hold office for a term of five years from the conclusion of the twenty second Annual General Meeting (AGM) until the conclusion of the twenty seventh AGM of the Company, subject to ratification of the appointment by the Shareholders at every AGM held after this twenty second AGM, on such remuneration as may be mutually agreed upon between the board of directors and the auditors.

SPECIAL BUSINESS

5. **Re-classification of certain promoter group persons from 'Promoter & Promoter group category' to 'Public category'.**

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

RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approval of the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded to reclassify the following persons forming part of the Promoter group from 'Promoter & Promoter group category' to 'Public category'.

| S.No. | Name | S.No. | Name |
|-------|--|-------|--|
| 1. | Sarah V Rajasekhar | 13. | Chitra Sivanandam |
| 2. | R. Veeramani | 14. | G. Ramasubramanian |
| 3. | Bhagyalakshmi Sundaram | 15. | K P Shanmuga Sundaram JT1 : S Padmavathi |
| 4. | Chandra Paramasivam | 16. | Thangamani |
| 5. | Sharufudheen A K Sheik JT1 : Iqbal Sheik | 17. | B G Giri |
| 6. | Vattur S Rajendran | 18. | Alfred Vidyasagar |
| 7. | Kasi K Goundan | 19. | Mary Bharatalakshmi Sagar |
| 8. | Mike K Manickam | 20. | Karthik Balasubramanian |
| 9. | Richard J Dhyanchand | 21. | Malar Balasubramanian |
| 10. | Geetha Sivanandam | 22. | Sumathi Balasubramanian |
| 11. | Saraswathi Goundan | 23. | John Jaya Prasada Rao Eda |
| 12. | K P Shanmuga Sundaram | | |

RESOLVED FURTHER THAT on approval of the SEBI/Stock Exchanges upon application for reclassification of the aforementioned persons, the Company shall effect such reclassification in the statement of shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions, if any.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board of Directors of the Company, be and is hereby authorized to submit application for reclassification to the SEBI, Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

6. Appointment of Mr. S. Annadurai as an Independent 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 Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. S. Annadurai (DIN: 00137561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 28, 2017, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from himself under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidature for the office of a Director of the Company, be and is hereby appointed as an independent Director of the Company up to 27th June, 2022, and that his office shall not be subject to retirement by rotation.

7. Appointment of Mrs.V.C. Mirunalini 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 Mrs. V.C. Mirunalini (DIN: 07860175) as a Whole Time Director of the Company for a period of five years with effect from 28th June 2017 to 27th June 2022, on such terms and conditions as specified below:

Remuneration by way of Salary and Dearness allowance shall be in the scale of Rs.7,50,000 to Rs.10,00,000 per annum.

In addition, she will be eligible for the following:-

- Contribution to Provident Fund
- Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.
- Car expenses: Car expenses connected with the operations of the company will be reimbursed as per the rules of the Company from time to time.
- Telephone: Provision of a telephone at residence. Personal long distance calls shall be billed by the Company. Mobile phone bill shall be paid by the Company.
- Reimbursement of medical Expenses for self and family as per the rules of the Company.
- Leave travel and leave encashment as per the rules of the Company.

The above allowances / benefits / reimbursements would be subject to the applicable Income Tax rules.

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

8. Ratification of remuneration of Cost Auditor

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.1,25,000/- plus applicable tax and out of pocket expenses of Mr. R. Ravichandran, (Membership No.15959), Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31.03.2018.

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

By Order of the Board

For **SWELECT ENERGY SYSTEMS LIMITED**

Sd/-

Chennai
28th June 2017

R. Sathishkumar
Company Secretary

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). 5 to 8 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 5th August 2017 to 11th August 2017 both days inclusive, for determining the name of Members eligible for payment of dividend on equity shares and AGM.
7. The dividend on Equity shares, if declared at the ensuing Annual General Meeting, will be credited / deposited between 17th August 2017 and 24th August 2017 to those Members whose names appear on the Company's Register of Members on 4th August 2017.
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 28 February, 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. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the last AGM i.e. July 28, 2016, on the website of IEPF viz. www.iepf.gov.in and under "Investor Relations" section 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. |
|-----------|------------------|--------------------------|---------------------|-----------------------|------------|
| 2009-2010 | Final | 3 | 07.08.2010 | 11.09.2017 | 71,271 |
| 2010-2011 | Final | 3 | 06.08.2011 | 10.09.2018 | 1,04,736 |
| 2011-2012 | Final | 3 | 21.07.2012 | 24.08.2019 | 49,983 |
| 2012-2013 | Interim | 120 | 09.07.2012 | 13.08.2019 | 20,08,560 |
| 2012-2013 | Final | 8 | 24.07.2013 | 28.08.2020 | 2,54,600 |
| 2013-2014 | Final | 9 | 28.07.2014 | 01.09.2021 | 2,74,410 |
| 2014-2015 | Final | 2.50 | 29.07.2015 | 05.09.2022 | 96,487 |
| 2015-2016 | Interim | 3 | 14.03.2016 | 19.04.2023 | 1,22,703 |
| 2015-2016 | Final | 1 | 28.07.2016 | 01.09.2023 | 45,529 |

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 unpaid / unclaimed dividend for the financial year 2008-2009 to the IEPF.

The Company has sent out individual communication to 40 shareholders whose dividend remains unclaimed for seven consecutive years, and published an advertisement in newspapers, inviting such shareholders to claim their dividend.

10. Members who have not claimed their dividend for the financial year ended 2009-2010 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 2009-2010 in the website of the company and the shareholders can view the details at www.swelectes.com.

11. The Company shall provide/host the required details of unclaimed dividend amounts referred to under Section 124 of Companies Act, 2013, on its website and also Ministry of Corporate Affairs (MCA) website in the relevant form every year.

For the financial year ended March 31, 2016, the information on unclaimed dividend was filed with the Ministry of Corporate Affairs and also hosted on the website of the Company within the statutory time.

12. 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 to M/s. Cameo Corporate Services Limited. Those holding shares in Demat form are requested to update their records with Depository Participants in this respect.

13. Electronic copy of the Annual Report for the year 2016-17 and the Notice of the 22nd 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. 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.

14. 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.

15. 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 Explanatory Statement sets out the material facts relating to Item Nos.5 to 8 of the special business of the accompanying Notice.

Item No.5

In terms of regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), the Board of Directors of the Company at their meeting held on 28.06.2017, decided to make an application to Stock Exchanges for re-classification of shareholders mentioned in the Item No.5 of the resolution, from 'Promoter & Promoter Group category' to 'Public category' subject to fulfillment of conditions as provided therein. These shareholders do not, directly or indirectly, exercise control, over the affairs of the Company and not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company.

The cumulative shareholding of these shareholders does not exceed 10% of the total paid-up equity share capital of the Company. As required under 'Listing Regulations, 2015', an intimation has been sent to Stock Exchanges based on decision of the Board of Directors at the above said meeting.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

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. 5 of the Notice for the approval of the members.

Item No. 6

The Board, at its meeting held on June 28, 2017, had appointed Mr. S. Annadurai, as an Additional Director of the Company with effect from June 28, 2017, pursuant to Section 161 of the Companies Act, 2013, read with Article 163 of the Articles of Association of the Company. His office shall not be subject to retirement by rotation.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from him along with the requisite deposit, proposing himself as a candidature for the office of Independent Director, to be appointed as such under provisions of Section 149, 152 of the Companies Act, 2013.

The Company has received from Mr. S. Annadurai, a declaration that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Board had conducted interviews and had extensive deliberations regarding his appointment. In addition, the Board ascertained the criteria for establishing independence of Mr. S. Annadurai in terms of both the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board has specifically looked into whether Mr. S. Annadurai is a "relative" of the promoters or directors as contemplated by Section 149(6) (ii) of the Act or Regulation 16(b)(iii) of the Listing Regulations and determined that he is not a relative within the meaning ascribed to the term under the Act, or the Rules prescribed and under the Listing Regulations.

No director, key managerial personnel or their relatives, except Mr. S. Annadurai 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

The Board, at its meeting held on June 28, 2017, had appointed Mrs. V. C. Mirunalini as a Whole Time Director of the Company for the period of 5 years from 28th June 2017 to 27th June 2022 as per the terms and conditions as set out in the resolution, subject to the approval of the shareholders.

The Company has received a notice in writing along with the requisite deposit from Mr. R. Chellappan, an existing member of the Company, proposing Mrs. V. C. Mirunalini as a candidature for the office of Director of the Company.

Mrs. V. C. Mirunalini, is daughter of Mr. R. Chellappan, Managing Director and Sister of Mr. V.C. Raghunath, Whole Time Director.

No director, key managerial personnel or their relatives, except Mr. R. Chellappan, Mr. V.C. Raghunath and Mrs. V.C. Mirunalini to whom the resolution relates, 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

On the recommendation of the Audit Committee, the Board at its meeting held on 25.05.2017, appointed Mr. R. Ravichandran as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018. The Board also approved the remuneration of Rs.1,25,000/- 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. 8 of the Notice for the approval of the members.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT
1. Brief profile of Mr. V. C. Raghunath and nature of his expertise in specific functional areas:

Mr.V.C. Raghunath is 36 years of age and is an Electrical Engineer, with a Master's Degree in Electrical Engineering and also holds a degree in Master of Science. He joined in Numeric Power Systems limited (Now SWELECT Energy Systems Limited) in 2006. He contributed to the development of marketing strategy of the Company and guiding the sales team in achieving their targets. He plays a significant role in various solar projects including the 15 MW Vellakoil project in Karur district. He handled various solar rooftop projects and other projects all over India.

Directorship in other Companies:

| S. No. | Name of the company | Position held |
|--------|--|---------------|
| 1. | AMEX ALLOYS PRIVATE LIMITED | Director |
| 2. | SWELECT TECHNOLOGIES PRIVATE LIMITED | Director |
| 3. | SWELECT ENERGY SYSTEMS PTE. LIMITED | Director |
| 4. | NOEL MEDIA & ADVERTISING PRIVATE LIMITED | Director |
| 5. | K J SOLAR SYSTEMS PRIVATE LIMITED | Director |

Chairperson of Board Committees of other Companies : None

Member of Board Committees of other Companies : None

Shareholding in the company:

i) Own : 38,800 equity shares
 ii) Held by / for other persons on a beneficial basis : Nil

Disclosure of relationships between directors inter-se :

Mr. V.C. Raghunath is Son of Mr. R. Chellappan who is the Managing Director of the Company and brother of Mrs. V.C. Mirunalini, Whole Time Director.

2. Brief profile of Mr. S. Annadurai and nature of his expertise in specific functional areas:

| | |
|---------------------|-------------------------------------|
| AGE & DATE OF BIRTH | 68 years, 31.07.1949 |
| QUALIFICATION | B.Sc (Agri), B.GL, C.A.I.I.B, D.B.M |
| CAREER | BANKING |
| EXPERIENCE | 39+ YEARS |

After a small stint in Agriculture Department of the Government of Tamilnadu, joined as a Probationary Officer of Indian Bank in the year 1970. Since then, held various positions in the Bank in different centres / offices.

Post Nationalization, had been instrumental along with a few colleagues, in setting up of Agriculture Finance Department in the Head Office of the Bank- by formulating guidelines on priority sector lending, identifying centres for rural lending, identifying officers for being posted as rural branch managers, imparting training for them in priority sector lending, monitoring their performance in rural lending and recovery thereof.

Had been the Head of Credit Department in Zonal Office, Bombay and as Regional Head of Pune Region of the Bank. During the tenure in Bombay, held additional charge as the Head of Merchant Banking Division, and handled a large number of Public / Rights Issues under the regime of Controller of Capital Issues.

As Head of Credit Department in Bombay, dealt with a large number of high profile Corporate Accounts and a large number of Consortium accounts including many such accounts as the Leader of the Consortium. As head of a corporate branch in Chennai, dedicated contribution was one of the factors for the bank's turn-around.

As the President and Whole-Time Director of Indbank Merchant Banking Services Ltd, turned around this Company and declared dividend after a gap of more than a decade. As Managing Director of Indbank Housing Ltd, recovered huge amounts of NPAs.

Directorship in other Companies:

| S. No. | Name of the company | Position held |
|--------|--|---------------|
| 1. | Green Pearl Education Management Corporation Private Limited | Director |

Chairperson of Board Committees of other Companies : None
 Member of Board Committee of Other Companies : None
 Shareholding in the Company :
 i) Own : 175 equity Shares
 ii) Held by/for other persons on a beneficial basis : Nil
 Disclosure of relationships between directors inter-se : None

3. Brief profile of Mrs. V. C. Mirunalini, and nature of her expertise in specific functional areas:

| | |
|---------------------------|---|
| AGE & DATE OF BIRTH | 32 years 08.12.1984 |
| EDUCATIONAL QUALIFICATION | <ul style="list-style-type: none"> BE (Electrical and Electronics Engineering) from College of Engineering, Chennai – May 2006 Master of Science (Electrical Engineering, Electric Power and Power Electronics) from Texas A&M University, USA – August 2008 |
| EXPERIENCE | <ul style="list-style-type: none"> 9 Years in the Power Electronics and Solar Industry – With SWELECT 1 Year with Texas A&M University, USA as Research Assistant |
| PORTFOLIO | <ul style="list-style-type: none"> Head of Module Manufacturing factory (100 MW SPV Module Plant, HHV Solar Modules, Bangalore), handling daily operational activities, sourcing and marketing Sourcing of the Products, Product design, validation and design support and monitoring the projects Solar Water Pumping – sourcing, product evaluation, certification and launch into the market Works on specialised projects such key CSR Activities and key customer relationship management Technical support for the projects and the procurement/ sourcing team Bangalore Regional Office management Contribute to the development of the marketing strategy Operational and customer support Support in design, engineering and technical management for EPC of MW range of Solar projects |
| ACHIEVEMENTS / HONORS | <ul style="list-style-type: none"> IEEE Member, Power Electronics Society and invited twice as reviewer for selection of papers Ranked among top 2 percent in the qualifying Exam for professional courses (2002), India Ranked 6th (out of 100) in Department of Electrical and Electronics Engineering, Anna University Release of a very unique Hybrid Energy Monitoring System that is compatible with all kinds of installation upto 10 kW. This helps in measuring the energy saved, the cost saved and the carbon footprint that was avoided. Design and Development of Solar Power Converters to suit the Indian Market conditions and for export market. Study and Analysis of cost reduction and optimisation methods in the Solar system installation to enable better power availability at optimal price for the customer. Release of High MPPT Efficiency Solar Charge controller at 12 – 120 V, 3 kW capacities suitable for all range of Solar Inverters. Release of Bidirectional Inverter (with grid feed-in), first of its kind to be designed and developed completely in India |

| | | |
|--|---|---------------------|
| Directorship in other Companies | : | None |
| Chairperson of Board Committees of other Companies | : | None |
| Member of Board Committee of Other Companies | : | None |
| Shareholding in the Company | : | |
| i) Own | : | 41962 equity Shares |
| ii) Held by/for other persons on a beneficial basis | : | Nil |
| Disclosure of relationships between directors inter-se | : | |
| Mr. R. Chellappan, Managing Director is the father of Mrs. V. C. Mirunalini and Mr. V. C. Raghunath, Whole Time Director is the brother of Mrs. V.C. Mirunalini. | | |

By Order of the Board

For **SWELECT ENERGY SYSTEMS LIMITED**

Sd/-

Chennai
28th June 2017

R. Sathishkumar
Company Secretary

Electronic voting (Remote e-voting)

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, 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 22nd Annual General meeting of the Company to be held on Friday the 11th August 2017 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 8th August 2017 at 9:00 am and ends on 10th August 2017 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 4th August 2017, 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 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 and then enter the Captcha Code as displayed and Click on Login.
- (iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes:

For Example:

Your name : SURESH KUMAR

8 digits Serial No : 00002800

Then type in the PAN Field : SU00002800

| For Members holding shares in Demat Form | |
|---|---|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*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.</p> <p>For Example: Your name : SURESH KUMAR 8 digits Serial No : 00002800 Then type in the PAN Field : SU00002800</p> |
| 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for SWELECT ENERGY SYSTEMS LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **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 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.
 - 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 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.

(xvi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xvii) 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, No.1, Club House Road, Chennai – 600 002. Name of contact person: Mr. P. Muralidharan, Assistant Manager, email id: murali@cameoindia.com, Tel: + 91 44 28460390.

Mobile app m-Voting:

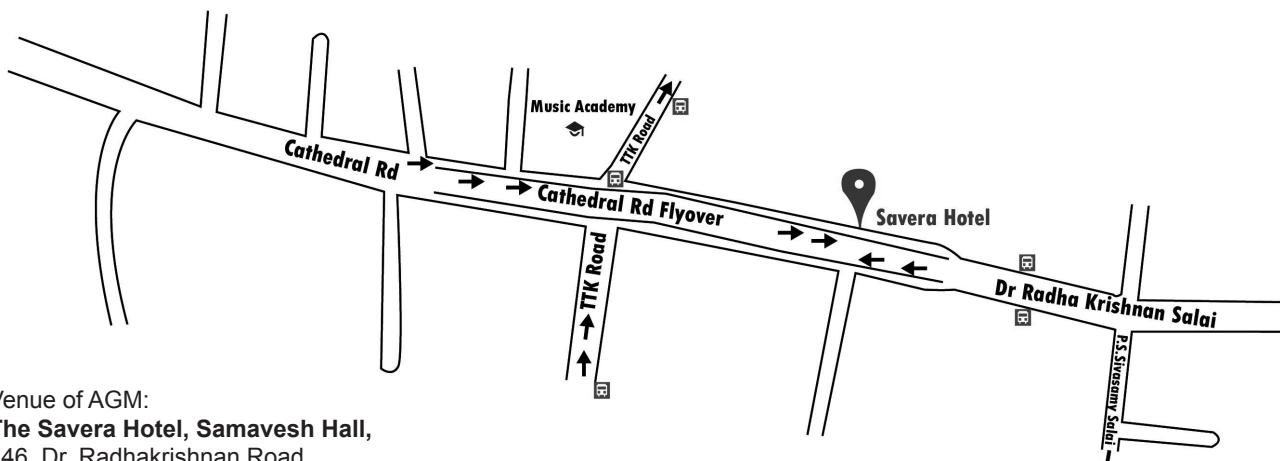
Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions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

General Instructions

- M/s. P. Eswaramoorthy 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.
- 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 any other Director authorized by the Board, who shall counter sign the same.
- The results declared along with the Scrutinizer's Report will be placed on the Company's website www.sselectes.com, website of CDSL and the same will also be communicated to BSE Ltd., and National Stock Exchange of India Limited.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 4th August 2017.
- 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 also have given below the location/route map to reach the venue of the Annual General Meeting of the Company.

LOCATION MAP



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday the 11th August 2017, At 3:30 p.m. at Savera Hotel, No.146, Dr. Radhakrishnan Salai, 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 |
| Ordinary business | | | | |
| 1 | Adoption of the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon. | | | |
| 2 | Declaration of dividend. | | | |
| 3 | Appointment of Mr. V. C. Raghunath as a Director of the Company. | | | |
| 4 | Appointment of Statutory Auditors, M/s. Deloitte Haskins & Sells LLP. | | | |
| Special business | | | | |
| 5 | Re-classification of certain promoter group persons from 'Promoter & Promoter group category' to 'Public category'. | | | |
| 6 | Appointment of Mr. S. Annadurai as an Independent Director of the Company | | | |
| 7 | Appointment of Mrs. V. C. Mirunalini as a Whole Time Director of the Company | | | |
| 8 | Ratification of remuneration of Cost Auditor. | | | |

Signed this day of 2017.

Signature of shareholder:.....

Signature of the Proxy holder(s):

Affix
Revenue
Stamp

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 22nd Annual General Meeting of the Company on Friday the 11th August 2017 at 3:30 p.m. at Savera Hotel, No.146, Dr. Radhakrishnan Salai, 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.

