

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SWELECT ENERGY SYSTEMS LIMITED AT THEIR MEETING HELD ON 12.08.2022 AT THE REGISTERED OFFICE OF THE COMPANY AT SWELECT HOUSE, NO.5, SIR P. S. SIVASAMY SALAI, MYLAPORE, CHENNAI – 600 004**

**APPROVAL FOR MERGER/AMALGAMATION OF SWELECT SOLAR ENERGY PRIVATE LIMITED (SSEPL) AND K J SOLAR SYSTEMS PRIVATE LIMITED (KJSSPL) WITH SWELECT ENERGY SYSTEMS LIMITED**

**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Memorandum and Articles of Association of the Company, and subject to requisite approvals, and further subject to sanction of the National Company Law Tribunal ("Tribunal"), the consent of the Board be and is hereby accorded to approve the draft Scheme of Amalgamation of SWELECT Solar Energy Private Limited (Wholly Owned Subsidiary - "Transferor Company No. 1"), K J Solar Systems Private Limited (Step-down subsidiary - "Transferor Company No. 2") with SWELECT Energy Systems Limited ("Transferee Company") and their respective shareholders ("Scheme"), with effect from April 01, 2022, being the Appointed Date, subject to the terms and conditions set forth in the said Scheme of Amalgamation placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

**RESOLVED FURTHER THAT** Mr. R. Chellapan, Managing Director, Mr. A. Balan, Joint Managing Director, Ms. R. Nikhila, Chief Financial Officer and Mr. R. Sathishkumar, Company Secretary of the Company, be and are hereby authorized severally, on behalf of the Company to:

a. finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 read with rules made thereunder, in terms of the directions of the Tribunal, and assent to such alterations, conditions and modifications, if any, to the Scheme, notices and explanatory statements as may be prescribed or imposed by the Tribunal or effect any other modifications or amendments as they may consider necessary or desirable to give effect to the Scheme;

b. to approve withdrawal (and where applicable, re- filing) of the Scheme of Amalgamation at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme of Amalgamation or any condition suggested, required or imposed, whether by any shareholder, creditor, the National Company Law Tribunal and/ or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise;

c. make/file necessary applications, petitions, information, appeals to the appropriate authorities for the purpose of obtaining requisite approvals/sanctions, as and when required before any Tribunal or other statutory/regulatory authorities;

d. suitably inform, apply and/or represent to the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI), Stock Exchanges, Banks, institutions, Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrars, Customs authorities, Excise authorities, Income Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc., and/or to represent



*R. Sathishkumar*

the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memorandum, undertakings, declarations, deeds or documents and to take all necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub Registrar of Assurances, if any, and with power to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit and proper for the purpose of giving effect to this resolution;

e. verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record, modify, all, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, Memorandum of appearance, applications (including for holding / dispensation of shareholders' and creditor meetings), petitions, affidavits, objections, notices, documents and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws / regulations including the Companies Act, 2013 in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;

f. obtain requisite approvals and/or consents of the shareholders, creditors, lenders of the Company, banks, financial institutions and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;

g. engage and appoint counsels, advocates, Practicing Company Secretaries, attorneys, pleaders, advisors, scrutinizers or such other persons as may be required, in relation to or in connection with the Scheme, on such terms and conditions, including remuneration, as may be mutually decided and furnish such information as may be required by them in connection with the Scheme;

h. settle any question or difficulty that may arise under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions mentioned in the Scheme, and if necessary, to waive any of such conditions (to the extent permissible under applicable laws), in order to give effect to the above resolution;

i. authorize the officers of the Company and/or any other persons to exercise any or all of the authorities / powers mentioned hereinabove by way of execution of letter of authority; and

j. affix the common seal of the Company on any of the aforesaid documents and papers (including on any modifications or amendments thereto, as may be required from time to time), in connection with the purpose of the above resolutions in the presence of any of the Directors and Company Secretary;

k. To obtain copy of the order sanctioning the Scheme of Amalgamation and filing it with the Registrar of Companies.

**RESOLVED FURTHER THAT** in accordance with the various SEBI circulars dated November 30, 2015, March 10, 2017, January 3, 2019 and 23<sup>rd</sup> November, 2021, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modifications, re-enactment or amendments thereof, the aforesaid Scheme of Amalgamation shall be filed with the stock exchanges, where the shares of the Company are listed, for the limited purpose of disclosure only.

**RESOLVED FURTHER THAT** the copy of this resolution duly certified to be true by any Director of the Company or the Company Secretary of the Company be issued and submitted to the concerned authorities and they be requested to act thereon.

For SWELECT ENERGY SYSTEMS LIMITED



R. SATHISHKUMAR  
Company Secretary  
M. No. A27961



# K J Solar Systems Private Limited

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD MEETING OF THE COMPANY ON FRIDAY THE 12TH DAY OF AUGUST 2022 AT SWELECT HOUSE, NO.5, SIR P. S. SIVASAMY SALAI, MYLAPORE, CHENNAI – 600 004.

Approving the Scheme of amalgamation with SWELECT ENERGY SYSTEMS LIMITED.

**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Memorandum and Articles of Association of the Company, and subject to requisite approvals, and further subject to sanction of the National Company Law Tribunal ("Tribunal"), the consent of the Board be and is hereby accorded to approve the draft Scheme of Amalgamation of K J Solar Systems Private Limited (Transferor Company) with SWELECT Energy Systems Limited ("Transferee Company") with effect from April 01, 2022, being the Appointed Date, subject to the terms and conditions set forth in the said Scheme of Amalgamation placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

**RESOLVED FURTHER THAT** Mr. A Balan, Director, Mr. V C Raghunath, Director of the company be and are hereby authorized severally, on behalf of the Company to:

- a. finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 read with rules made thereunder, in terms of the directions of the Tribunal, and assent to such alterations, conditions and modifications, if any, to the Scheme, notices and explanatory statements as may be prescribed or imposed by the Tribunal or effect any other modifications or amendments as they may consider necessary or desirable to give effect to the Scheme;
- b. to approve withdrawal (and where applicable, re- filing) of the Scheme of Amalgamation at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme of Amalgamation or any condition suggested, required or imposed, whether by any shareholder, creditor, the National Company Law Tribunal and/ or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise;
- c. make/file necessary applications, petitions, information, appeals to the appropriate authorities for the purpose of obtaining requisite approvals/sanctions, as and when required before any Tribunal or other statutory/regulatory authorities;

# K J Solar Systems Private Limited

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- d. suitably inform, apply and/or represent to the Ministry of Corporate Affairs, Banks, institutions, Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrars, Customs authorities, Excise authorities, Income Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memorandum, undertakings, declarations, deeds or documents and to take all necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub Registrar of Assurances, if any, and with power to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit and proper for the purpose of giving effect to this resolution;
- e. verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record, modify, all, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, Memorandum of appearance, applications (including for holding / dispensation of shareholders' and creditor meetings), petitions, affidavits, objections, notices, documents and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws / regulations including the Companies Act, 2013 in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- f. obtain requisite approvals and/or consents of the shareholders , creditors, lenders of the Company , banks, financial institutions and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- g. engage and appoint counsels, advocates, Practicing Company Secretaries, attorneys, pleaders, advisors, scrutinizers or such other persons as may be required, in relation to or in connection with the Scheme, on such terms and conditions, including remuneration, as may be mutually decided and furnish such information as may be required by them in connection with the Scheme;
- h. settle any question or difficulty that may arise under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions mentioned in the Scheme, and if necessary, to waive any of such conditions (to the extent permissible under applicable laws), in order to give effect to the above resolution;

# K J Solar Systems Private Limited


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- i. authorize the officers of the Company and/or any other persons to exercise any or all of the authorities / powers mentioned hereinabove by way of execution of letter of authority; and
- j. affix the common seal of the Company on any of the aforesaid documents and papers (including on any modifications or amendments thereto, as may be required from time to time), in connection with the purpose of the above resolutions in the presence of any of the Directors of the company;
- k. To obtain copy of the order sanctioning the Scheme of Amalgamation and filing it with the Registrar of Companies.

**RESOLVED FURTHER THAT** the copy of this resolution duly certified to be true by any Director of the Company be issued and submitted to the concerned authorities and they be requested to act thereon.

*//certified true copy//*

**For K J SOLAR SYSTEMS PRIVATE LIMITED**



**DIRECTOR  
V C RAGHUNATH  
00703922**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD MEETING OF THE COMPANY ON FRIDAY THE 12TH DAY OF AUGUST 2022 AT SWELECT HOUSE, NO.5, SIR P. S. SIVASAMY SALAI, MYLAPORE, CHENNAI – 600 004.**

**Approving the Scheme of amalgamation with SWELECT ENERGY SYSTEMS LIMITED.**

**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Memorandum and Articles of Association of the Company, and subject to requisite approvals, and further subject to sanction of the National Company Law Tribunal ("Tribunal"), the consent of the Board be and is hereby accorded to approve the draft Scheme of Amalgamation of SWELECT Solar Energy Private Limited (Transferor Company) with SWELECT Energy Systems Limited ("Transferee Company") with effect from April 01, 2022, being the Appointed Date, subject to the terms and conditions set forth in the said Scheme of Amalgamation placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

**RESOLVED FURTHER THAT** Mr.R Chellappan, Director, Mr. A Balan, Director of the company be and are hereby authorized severally, on behalf of the Company to:

- a. finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 read with rules made thereunder, in terms of the directions of the Tribunal, and assent to such alterations, conditions and modifications, if any, to the Scheme, notices and explanatory statements as may be prescribed or imposed by the Tribunal or effect any other modifications or amendments as they may consider necessary or desirable to give effect to the Scheme;
- b. to approve withdrawal (and where applicable, re- filing) of the Scheme of Amalgamation at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme of Amalgamation or any condition suggested, required or imposed, whether by any shareholder, creditor, the National Company Law Tribunal and/ or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise;
- c. make/file necessary applications, petitions, information, appeals to the appropriate authorities for the purpose of obtaining requisite approvals/sanctions, as and when required before any Tribunal or other statutory/regulatory authorities;

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- d. suitably inform, apply and/or represent to the Ministry of Corporate Affairs, Banks, institutions, Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrars, Customs authorities, Excise authorities, Income Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memorandum, undertakings, declarations, deeds or documents and to take all necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub Registrar of Assurances, if any, and with power to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit and proper for the purpose of giving effect to this resolution;
- e. verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record, modify, all, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, Memorandum of appearance, applications (including for holding / dispensation of shareholders' and creditor meetings), petitions, affidavits, objections, notices, documents and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws / regulations including the Companies Act, 2013 in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- f. obtain requisite approvals and/or consents of the shareholders, creditors, lenders of the Company, banks, financial institutions and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- g. engage and appoint counsels, advocates, Practicing Company Secretaries, attorneys, pleaders, advisors, scrutinizers or such other persons as may be required, in relation to or in connection with the Scheme, on such terms and conditions, including remuneration, as may be mutually decided and furnish such information as may be required by them in connection with the Scheme;
- h. settle any question or difficulty that may arise under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions mentioned in the Scheme, and if necessary, to waive any of such conditions (to the extent permissible under applicable laws), in order to give effect to the above resolution;

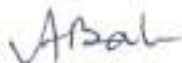
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- i. authorize the officers of the Company and/or any other persons to exercise any or all of the authorities / powers mentioned hereinabove by way of execution of letter of authority; and
- j. affix the common seal of the Company on any of the aforesaid documents and papers (including on any modifications or amendments thereto, as may be required from time to time), in connection with the purpose of the above resolutions in the presence of any of the Directors of the company;
- k. To obtain copy of the order sanctioning the Scheme of Amalgamation and filing it with the Registrar of Companies.

RESOLVED FURTHER THAT the copy of this resolution duly certified to be true by any Director of the Company be issued and submitted to the concerned authorities and they be requested to act thereon.

*//certified true copy//*

**For SWELECT SOLAR ENERGY PRIVATE LIMITED**



**DIRECTOR  
A BALAN  
00017091**