

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

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POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22
of the Companies (Management and Administration) Rules, 2014)**

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **SWELECT Energy Systems Limited ("the Company")** by means of Postal Ballot, only by remote e-voting process / voting through electronic means ("**e-voting**") being provided by the Company to all its members i.e., to cast their votes electronically instead of submitting postal ballot forms, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 03/2022 dated May 05, 2022; including General Circular No. 03/2025 dated September 22, 2025, read with other relevant circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out inter alia the information as required under the Listing Regulations along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions (RPT)" as per SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, other material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent/Depositories/Depository Participants. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the e-voting system, the detailed procedure for e-voting is annexed to this Notice.

In accordance with aforementioned Act, Rules and Listing Regulations, the Company has engaged Central Depository Services (India) Limited (CDSL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through e-voting in respect of the Resolutions.

The e-voting period commences from 09.00 A.M. (IST) on Friday, 17th October 2025 and ends at 05.00 P.M. (IST) on Saturday, 15th November 2025. Members are requested to carefully read the instructions given for e-voting and follow the procedures as explained in the Instructions for e-voting. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. 10th October 2025 (Friday).

A person, who is not a member as on the cut-off date, should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Investors Education and Protection Fund and also in the SWELECT

Energy Systems Limited - Unclaimed Suspense Account stands frozen in terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) and in terms of Regulation 39(4) and Schedule VI (E) of Listing Regulations, respectively.

The Board has appointed M/s. P. Eswaramoorthy and Company, Company Secretaries, Coimbatore, as the Scrutinizer, at its meeting held on 27th September 2025, for scrutinizing the votes cast through e-voting in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman/or any other person authorized by the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman/ or any other person authorized by the Chairman within 2 working days of conclusion of postal ballot process at the Registered Office of the Company at "SWELECT HOUSE" No. 5, Sir P.S. Sivasamy Salai, Mylapore, Chennai, Tamil Nadu - 600004.

The Notice of postal ballot and the results along with the Scrutinizer's report will be submitted to BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and the same will be uploaded on the website of CDSL (www.evotingindia.com) and the Company (www.swelectes.com).

Members requiring any clarification may contact Ms. J Bhuvaneswari, Company Secretary, through e-mail viz., company.secy@swelectes.com; cg.ird@swelectes.com and also contact Company's RTA Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai – 600 002, Name of contact person: Mr. P. Muralidharan, Manager, Email ID: murali@cameoindia.com, Tel: +91 44 28460390.

SPECIAL BUSINESSES

Item No.1

Change in Designation and Appointment of Mr. R Chellappan (DIN: 00016958) as a Whole-time Director and Vice-Chairman of the Company for a period of 5 years and fixing of remuneration

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the earlier resolution passed on 29th July 2024 at the twenty ninth Annual General Meeting, pursuant to the provisions of sections 149 and 152 read with sections 196, 197, 198, 203, Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for the change in designation and appointment of Mr. R Chellappan as a Whole-time Director of the Company designated as the Vice Chairman for a period of 5 (Five) consecutive years with effect from 04th September, 2025 to 03rd September, 2030, and that the remuneration be paid to Mr. R Chellappan (DIN: 00016958), Whole-time Director and Vice Chairman of the Company for a period of three years from 04th September, 2025 to 03rd September, 2028 on the following terms and conditions:

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.1,67,500/- per month or Rs.20,10,000/- per annum.
2. In addition to (1) above, he will also be eligible for the following perquisites: -
 - (a) Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
 - (b) Car: Car will be provided by the Company. The expenses connected with the operation will be reimbursed as per the rules of the Company from time to time.

- (c) Telephone: Provision of a telephone/mobile at residence. Personal long distance calls shall be billed by the company.
 - (d) Soft furnishing allowance / Entertainment Allowance / Daily Allowance / Recreation Allowance / Domestic Service Allowance, subject to a ceiling of Rs.3,00,000/- per annum.
 - (e) Reimbursement of actual medical expenses for self and family.
 - (f) Security guard charges up to Rs.3,50,000/- per annum exclusive of Tax
3. Commission: In addition to the above, commission @ 0.25% of the Net Profits of the Company will be paid.
 4. The period of his office shall be liable to retire by rotation, pursuant to the provisions of the Articles of Association of the Company.

Note:

- i. The above allowances / benefits / reimbursements would be subject to the applicable Income Tax Rules, 1962, as amended from time to time.
- ii. The word “family” shall mean the persons specified in the Schedule V of the Companies Act, 2013.
- iii. Use of Car and telephone shall be dealt with as per the applicable provisions under the Income Tax Rules, 1962, as amended from time to time.
- iv. Net Profits shall be calculated as per section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above, and notwithstanding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year during the tenure of Mr. R Chellappan, Whole-time Director and Vice Chairman, if the Company has no profits or its profits are inadequate, the Company shall pay above mentioned remuneration by way of fixed pay, perquisites and allowances as minimum remuneration.

RESOLVED FURTHER THAT subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within the limits as approved by the members.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the annual aggregate remuneration payable to all Executive Directors who are promoters or members of promoter group including Mr. R Chellappan, Whole-time Director and Vice Chairman exceeding 5% of the net profits of the Company, or the overall managerial remuneration exceeding 11% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

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

Item No.2

Appointment of Dr. Arulkumar Pudur Shanmugasundaram (DIN: 08371976) as the Chief Executive Officer and Managing Director of the Company for a period of 5 years and fixing of remuneration

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014

and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Arulkumar Pudur Shanmugasundaram (DIN: 08371976), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197, 198, 203, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Dr. Arulkumar Pudur Shanmugasundaram (DIN: 08371976) as the Chief Executive Officer and Managing Director of the Company for a period of 5 (Five) consecutive years with effect from 04th September, 2025 to 03rd September, 2030, and that the remuneration be paid to Dr. Arulkumar Pudur Shanmugasundaram (DIN: 08371976), Chief Executive Officer and Managing Director of the Company for a period of three years from 04th September, 2025 to 03rd September, 2028 on the following terms and conditions:

1. Remuneration by way of Salary, Dearness Allowances, House Rent Allowance, Personal Accident Insurance and LIC Group Insurance Scheme, Annual Incentive, Leave Travel Allowance, Club Fees (Subject to a maximum of two clubs), Gas, Electricity and Water and other employee benefits, not to exceed Rs.29,16,667/- per month or Rs.3,50,00,000 per annum.
2. In addition to (1) above, he will also be eligible for the following perquisites: -
 - (a) Car: Car will be provided by the Company. The expenses connected with the operation will be reimbursed as per the rules of the Company from time to time.
 - (b) Telephone: Provision of a telephone/mobile at residence. Personal long-distance calls shall be billed by the company.
 - (c) Reimbursement of actual medical expenses for self and family.
3. The period of his office shall not be liable to retire by rotation, pursuant to the provisions of the Articles of Association of the Company.

Note:

- i. The above allowances / benefits / reimbursements would be subject to the applicable Income Tax Rules, 1962, as amended from time to time.
- ii. The word "family" shall mean the persons specified in the Schedule V of the Companies Act, 2013.
- iii. Use of Car and telephone shall be dealt with as per the applicable provisions under the Income Tax Rules, 1962, as amended from time to time.
- iv. Net Profits shall be calculated as per section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above, and notwithstanding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year during the tenure of Dr. Arulkumar Pudur Shanmugasundaram, Chief Executive Officer and Managing Director, if the Company has no profits or its profits are inadequate, the Company shall pay above mentioned remuneration by way of fixed pay, perquisites and allowances as minimum remuneration.

RESOLVED FURTHER THAT subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within the limits as approved by the members.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the annual aggregate remuneration payable to all Executive Directors including Dr. Arulkumar Pudur Shanmugasundaram, Chief Executive Officer and Managing Director exceeding 5% of the net profits of the Company or the overall managerial remuneration exceeding 11% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

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

Item No.3

Change in Designation and Appointment of Mr. A. Balan (DIN: 00017091) as a Whole-time Director of the Company for a period of 5 years and fixing of remuneration

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the earlier resolutions passed on 10th September 2020 at the Twenty Fifth Annual General Meeting and on 25th July 2025 at the Thirtieth Annual General Meeting, pursuant to the provisions of sections 149 and 152 read with sections 196, 197, 198, 203, Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for the change in designation and Appointment of Mr. A. Balan as a Whole-time Director (who was earlier appointed as Whole-time Director designated as Joint Managing Director) of the Company for a period of 5 (Five) consecutive years with effect from 04th September, 2025 to 03rd September, 2030, and that the remuneration be paid to Mr. A. Balan (DIN: 00017091), Whole-time Director of the Company for a period of three years from 04th September, 2025 to 03rd September, 2028 on the following terms and conditions:

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 Rs.3,30,000/- per month or Rs.39,60,000/- per annum.
2. In addition to (1) above, he will also be eligible for the following perquisites: -
 - (a) Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
 - (b) Car: Car will be provided by the Company. The expenses connected with the operation will be reimbursed as per the rules of the Company from time to time.
 - (c) Telephone: Provision of a telephone/mobile at residence. Personal long distance calls shall be billed by the company.
 - (d) Soft furnishing allowance/Entertainment Allowance/Daily Allowance/Recreation Allowance / Domestic Service Allowance, subject to a ceiling of Rs.3,00,000/- per annum.
 - (e) Reimbursement of actual medical expenses for self and family.
 - (f) Security guard charges up to Rs.3,50,000/- per annum exclusive of Tax
3. Commission: In addition to the above, commission @ 0.25% of the Net Profits of the Company, not exceeding Rs.10,00,000/- per annum, will be paid.
4. The period of his office shall be liable to retire by rotation, pursuant to the provisions of the Articles of Association of the Company.

Note:

- i. The above allowances / benefits / reimbursements would be subject to the applicable Income Tax Rules, 1962, as amended from time to time.
- ii. The word “family” shall mean the persons specified in the Schedule V of the Companies Act, 2013.
- iii. Use of Car and telephone shall be dealt with as per the applicable provisions under the Income Tax Rules, 1962, as amended from time to time.
- iv. Net Profits shall be calculated as per section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above, and notwithstanding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year during the tenure of Mr. A Balan, Whole-time Director, if the Company has no profits or its profits are inadequate, the Company shall pay above mentioned remuneration by way of fixed pay, perquisites and allowances as minimum remuneration.

RESOLVED FURTHER THAT subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within the limits as approved by the members.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the annual aggregate remuneration payable to all Executive Directors who are promoters or members of promoter group including Mr. A Balan, Whole-time Director exceeding 5% of the net profits of the Company or the overall managerial remuneration exceeding 11% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

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

Item No.4

Appointment of Mr. Gnanasekar Sukumar Samuel (DIN: 05284689) as a Non-Executive, Non-Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Gnanasekar Sukumar Samuel (DIN: 05284689), who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors 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.

Item No.5**Approval of Material Related Party Transactions with the subsidiary of the Company viz., ESG Green Energy Private Limited**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereto (including any statutory modification or re-enactment thereof), applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder and Company's Policy on Related Party Transaction(s) and based on the prior approval of the Audit Committee, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution), for the material related party transaction(s) entered / to be entered into with ESG GREEN ENERGY PRIVATE LIMITED (Subsidiary Company), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for Sale and Purchase of goods /materials and services/ EPC projects (Sale of solar panels and its allied products and services), investment in the subsidiary, providing loans and guarantee for the subsidiary, collecting management fees and commission on guarantee and Leasing of properties on an arm's length basis to an aggregate value up to Rs.350 Crore (Rupees Three Hundred and Fifty Crore only) during the financial years 2025-2026 and 2026-2027 (valid upto one year from the date of passing of this resolution), as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

By order of the Board
For **SWELECT Energy Systems Limited**

Sd/-

Place: Chennai
Date: 27th September 2025

J Bhuvaneswari
Company Secretary
Membership No.: A25193

Enclosure:

- (1) Explanatory Statement in terms of Section 102 (1) of the Companies Act, 2013
- (2) Instructions for remote e-voting.

Annexure to the Postal Ballot Notice dated 27th September 2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES

The following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying notice dated 27th September 2025 and shall be taken as forming part of the notice.

Item No. 1

Change in Designation and Appointment of Mr. R Chellappan (DIN: 00016958) as a Whole-time Director and Vice-Chairman of the Company for a period of 5 years and fixing of remuneration

Mr. R Chellappan, who was re-appointed as the Managing Director of the Company by the members at the Annual General Meeting held on 29th July, 2024 for a period of 5 (Five) years with effect from 1st May, 2025, has decided to step down from the position of Managing Director to concentrate more on the overseas business of the Company.

Being served as the Managing Director of the Company from the date of incorporation, Mr. R Chellappan has played a key role in the growth and performance of the Company, undertaken various strategic initiatives and continues to provide valuable industry knowledge and leadership to the Company.

The Nomination and Remuneration Committee, having considered the skills, expertise and competencies required for the effective functioning of the Board in the context of the Company's business, is of the view that Mr. R Chellappan continues to possess the core attributes essential to the role. His continued association is expected to be of immense value to the Company.

Subject to the approval of the Shareholders, based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board at its meeting held on 04th September 2025 appointed Mr. R Chellappan as the Whole-time Director in the capacity of Vice Chairman for a period of five consecutive years from 04th September 2025 to 03rd September 2030. The NRC and Board approved the remuneration as set out in the resolution for a period of three years from 04th September 2025 to 03rd September 2028, subject to the approval of the shareholders.

Mr. R Chellappan has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Mr. R Chellappan is the father of Mr. V C Raghunath and Ms. V. C. Mirunalini, Whole-time Directors of the Company.

None of the directors / key managerial personnel of the company and their relatives except Mr. V. C. Raghunath, Ms. V. C. Mirunalini and Mr. R. Chellappan and his relatives, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at Item No.1 of this Notice.

Further, in terms of provisions of Section 196 (3) (a) of the Companies Act 2013, the Company shall obtain approval of the members by passing a special resolution for appointment/re-appointment of Executive Director who has attained the age of seventy years.

Considering the above, the Board recommends the Special Resolution as set out in Item No.1 of this Notice for approval of the Members.

Item No. 2

Appointment of Dr. Arulkumar Pudur Shanmugasundaram (DIN: 08371976) as the Chief Executive Officer and Managing Director of the Company for a period of 5 years and fixing of remuneration

The Board at its meeting held on 04th September 2025 took note of the consent of Dr. Arulkumar Pudur Shanmugasundaram and approved his appointment as the Additional Director in the capacity of Chief Executive Officer and Managing Director of the Company. Considering his qualifications and dynamic career in technology, manufacturing and renewable sector with good track record in establishing market leadership and unique experience in the entire renewable value chain from equipment supply for manufacturing, EPC, Asset Management, Project Development, PPA bids, etc., and based on the recommendations of Nomination and Remuneration Committee (NRC) and subject to the approval of the members, the Board at its meeting held on 04th September 2025 appointed Dr. Arulkumar Pudur Shanmugasundaram as the Chief Executive Officer and Managing Director of the Company for a period of five consecutive years from 04th September 2025 to 03rd September 2030. The NRC and Board approved the remuneration as set out in the resolution for a period of three years from 04th September 2025 to 03rd September 2028, subject to the approval of the shareholders. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing appointment of Dr. Arulkumar Pudur Shanmugasundaram as a candidature for the office of Director in the designation of Chief Executive Officer and Managing Director.

The Board expresses its strong confidence in Dr. Arulkumar Pudur Shanmugasundaram's appointment, recognising his deep understanding of the Indian market, exceptional leadership record and extensive global experience. It believes that he is uniquely positioned to guide the Company into its next phase of growth and excellence. The Board, based on the recommendation of the NRC, recommends the appointment of Dr. Arulkumar Pudur Shanmugasundaram in the interest of the Company by passing the Special Resolution as set out in the Notice for approval of Members.

Dr. Arulkumar Pudur Shanmugasundaram has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Dr. Arulkumar Pudur Shanmugasundaram is the brother of Mrs. Jayashree Nachiappan, Non-executive – Non Independent Director and brother in law of Mr. K V Nachiappan, Whole-time Director of the Company.

None of the directors / key managerial personnel of the company and their relatives, except Mrs. Jayashree Nachiappan and relatives of Dr. Arulkumar Pudur Shanmugasundaram, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at Item No.2 of this Notice.

Considering the above, the Board recommends the Special Resolution as set out in Item No.2 of this Notice for approval of the Members.

Item No. 3

Change in Designation and Appointment of Mr. A. Balan (DIN: 00017091) as a Whole-time Director of the Company for a period of 5 years and fixing of remuneration

Mr. A. Balan, was re-appointed as a Whole-time Director (Joint Managing Director) of the Company for a period of 5 (Five) years with effect from 3rd October, 2020 by the members at the Annual General Meeting held on 10th September, 2020.

Further, the members of the Company had recently re-appointed Mr. A Balan as the Whole-time Director (Joint Managing Director) and approved his remuneration at the Annual General Meeting held on July 25, 2025 for 5 (Five) years with effect from 3rd October, 2025. The Board at its meeting held on 04th September 2025 took note of the decision made by Mr. A Balan to step down from the position of Joint Managing Director and continue as the Whole-time Director of the Company. He has been handling the Operations of the Company for a long time and after taking note of his efforts in the growth of this Company and based on the recommendations of the Nomination and Remuneration Committee (NRC) and subject to the approval of the members of the Company, the Board at its meeting held on 04th September 2025 appointed Mr. A Balan as the Whole-time Director for a period of five consecutive years from 04th September 2025 to 03rd September 2030. The NRC and Board approved the remuneration as set out in the resolution for a period of three years from 04th September 2025 to 03rd September 2028, subject to the approval of the shareholders.

Mr. A Balan has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Mr. A Balan is not related to any of the Directors of the Company. None of the directors / key managerial personnel of the company and their relatives except Mr. A Balan and his relatives, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at Item No.3 of this Notice.

Further, in terms of provisions of Section 196 (3) (a) of the Companies Act 2013, the Company shall obtain approval of the members by passing a special resolution for appointment/re-appointment of Executive Director who has attained the age of seventy years.

Considering the above, the Board recommends the Special Resolution as set out in Item No.3 of this Notice for approval of the Members.

Item No. 4

Appointment of Mr. Gnanasekar Sukumar Samuel (DIN: 05284689) as a Non-Executive, Non-Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (NRC), Mr. Gnanasekar Sukumar Samuel (DIN: 05284689) was appointed as an Additional Director in the capacity of Non-Executive, Non-Independent Director of the Company by the Board at its meeting held on 04th September, 2025 pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto the ensuing annual general meeting. He had earlier served the Company in the capacity of Independent Director for two consecutive terms aggregating to ten years.

Considering his constructive contribution at the meetings of the Board and Committees and his familiarity with the reporting under various laws applicable to the Company in this Industry and Corporate Governance framework, the NRC at its meeting held on 04th September 2025, has recommended to the Board that continued association of Mr. Gnanasekar Sukumar Samuel as a Non-Executive, Non-Independent Director would be in the interest of the Company. Based on the above, the NRC and Board recommended the appointment of Mr. Gnanasekar Sukumar Samuel as a Non-Executive, Non-Independent Director on the Board of the Company, to hold such office liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing him as a candidature for the office of Non-Executive, Non-Independent Director.

Mr. Gnanasekar Sukumar Samuel has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Mr. Gnanasekar Sukumar Samuel is not related to any of the Directors of the Company. None of the directors / key managerial personnel of the company and their relatives except Mr. Gnanasekar Sukumar Samuel, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at Item No.4 of this Notice.

Further, in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall obtain approval of the members by passing a special resolution for appointing/continuing the directorship of any person as a Non-Executive Director who has attained the age of seventy years.

The NRC and Board having considered his skills, expertise and competencies in Strategic Planning, Sector/Industry Knowledge, Financial and Legal matters which are required for the effective functioning of the Board in the context of the Company's business, is of the view that Mr. Gnanasekar Sukumar Samuel continues to possess the core attributes essential to the role. His continued association is expected to be of immense value to the Company.

Considering the above, the Board recommends the Special Resolution as set out in Item No.4 of this Notice for approval of the Members.

Item No. 5

Approval of Material Related Party Transactions with the subsidiary of the Company viz., ESG Green Energy Private Limited

The transactions with the related party as per the above resolution is at arm's length and in the ordinary course of business of the Company. Pursuant to Regulation 23(4) of SEBI Listing Regulations, prior approval of the Members to be obtained for all 'material' related party transactions (RPT), even if they are entered into in the ordinary course of business and on an arm's length basis. For this purpose, a RPT will be considered as 'material', if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

ESG Green Energy Private Limited (EGEPL) having its Registered Office at "SWELECT House", 2nd Floor, A Wing, No.5, Sir P.S. Sivasamy Salai, Mylapore, Chennai - 600004, is presently a wholly owned subsidiary (WOS) of SWELECT Energy Systems Limited and thus EGEPL is a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The above said Company was incorporated on 11th June 2024 with the business objects of manufacturing, generating, supplying, distributing, transmitting and dealing in electricity and all forms of energy including Solar and Wind Energy and power sales from the Green energy sources. Now, EGEPL has proposed to set up the Solar Power Plant under the Group Captive Generation Scheme and the construction of solar power plant by the said subsidiary is under progress. On receipt of the necessary investment from the captive consumers the status of the Company would change from 'wholly owned subsidiary' to 'subsidiary'.

SWELECT Energy Systems Limited has entered / proposed to enter into certain transactions with EGEPL for Sale and Purchase of goods /materials/EPC projects (Sale of solar panels and its allied products) and services; investments, providing inter corporate loan, Corporate Guarantee, leasing of properties, Receipt of Management Fees and Commission (Service Income) for Corporate Guarantee extended to the above said subsidiary Company on an arm's length basis to an aggregate value up to Rs. 350 Crore (Rupees Three Hundred and Fifty Crore Only) during the financial years 2025-2026 and 2026-2027 (valid for one year from the date of passing of the proposed resolution), to aid the construction/operations of solar plants of EGEPL. The aggregate value of the aforementioned transactions is considered to be 'Material' as per Regulation 23 of the Listing Regulations, hence the Board has decided to obtain approval of the shareholders through Postal Ballot.

The Information required under the RPT Industry Standards as notified by SEBI vide its Circular dated June 26, 2025, to the extent applicable is given below for the perusal of the members.

a) The following are the information as placed before the Audit Committee pursuant to RPT industry Standards wherein this proposal for related party transactions were approved

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	ESG GREEN ENERGY PRIVATE LIMITED
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	1. To carry on the business of manufacturing, generating, supplying, distributing, transmitting and dealing in electricity and all forms of energy including Solar and Wind Energy and power sales from the Green energy sources. 2. To carry on in India or abroad the business of establishing, commissioning, setting up, operating, and maintaining electric power generating systems / networks, Green Energy power systems, generating stations based on conventional / non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines for the aforesaid purpose.

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	The related party is a wholly owned subsidiary of the listed entity as on the date of this notice. 100% (one hundred percent) - 9,990 equity shares held directly and 10 equity shares held through the promoter director Mr. R Chellappan Not Applicable Not Applicable

A(3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management																					
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (INR in lakhs)</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Inter corporate Loans</td><td>29.12</td></tr> <tr> <td>2.</td><td>Interest on loans</td><td>0.41</td></tr> <tr> <td>3.</td><td>Lease income</td><td>1.03</td></tr> <tr> <td>4.</td><td>Management fees</td><td>Nil</td></tr> <tr> <td>5.</td><td>Purchase & Sale of goods or services</td><td>Nil</td></tr> <tr> <td>6.</td><td>Investment</td><td>1.00</td></tr> </tbody> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2024-2025 (INR in lakhs)	1.	Inter corporate Loans	29.12	2.	Interest on loans	0.41	3.	Lease income	1.03	4.	Management fees	Nil	5.	Purchase & Sale of goods or services	Nil	6.	Investment	1.00	The transaction undertaken by the Company in the last financial year 2024-25 were on arm's length basis and in the ordinary course of business.
S. No.	Nature of Transactions	FY 2024-2025 (INR in lakhs)																					
1.	Inter corporate Loans	29.12																					
2.	Interest on loans	0.41																					
3.	Lease income	1.03																					
4.	Management fees	Nil																					
5.	Purchase & Sale of goods or services	Nil																					
6.	Investment	1.00																					
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. <table border="1"> <thead> <tr> <th>S No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (INR in lakhs)</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Inter corporate Loans</td><td>29.65</td></tr> <tr> <td>2.</td><td>Interest on loans</td><td>0.60</td></tr> <tr> <td>3.</td><td>Lease income</td><td>Nil</td></tr> <tr> <td>4.</td><td>Management fees</td><td>0.57</td></tr> <tr> <td>5.</td><td>Purchase & Sale of goods or services</td><td>Nil</td></tr> <tr> <td>6.</td><td>Investment</td><td>Nil</td></tr> </tbody> </table>	S No.	Nature of Transactions	FY 2025-2026 (INR in lakhs)	1.	Inter corporate Loans	29.65	2.	Interest on loans	0.60	3.	Lease income	Nil	4.	Management fees	0.57	5.	Purchase & Sale of goods or services	Nil	6.	Investment	Nil	The transaction undertaken by the Company during April to June 2025 in the current financial year 2025-26 were on arm's length basis and in the ordinary course of business.
S No.	Nature of Transactions	FY 2025-2026 (INR in lakhs)																					
1.	Inter corporate Loans	29.65																					
2.	Interest on loans	0.60																					
3.	Lease income	Nil																					
4.	Management fees	0.57																					
5.	Purchase & Sale of goods or services	Nil																					
6.	Investment	Nil																					
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil																					

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed overall transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.350 crores								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	57.14 %								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable – Newly incorporated company								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable – Newly incorporated company								
6.	Financial performance of the related party for the immediately preceding financial year: <table><thead><tr><th>Particulars</th><th>FY 2024-2025 (INR in lakhs)</th></tr></thead><tbody><tr><td>Turnover</td><td>Nil</td></tr><tr><td>Profit After Tax</td><td>(27.88)</td></tr><tr><td>Net worth</td><td>(26.88)</td></tr></tbody></table> Explanations: The above information is given on standalone basis.	Particulars	FY 2024-2025 (INR in lakhs)	Turnover	Nil	Profit After Tax	(27.88)	Net worth	(26.88)	
Particulars	FY 2024-2025 (INR in lakhs)									
Turnover	Nil									
Profit After Tax	(27.88)									
Net worth	(26.88)									

A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	Sale and Purchase of goods /materials/EPC projects (Sale of solar panels and its allied products) and services; investments, providing inter corporate loan, Corporate Guarantee, leasing of properties, Receipt of Management Fees and Commission (Service Income) for Corporate Guarantee
2.	Details of each type of the proposed transaction	(a) sale of goods / services, purchase of goods / services like materials for development of captive solar power plant – Rs.185 crores (b) giving loan to subsidiary – Rs.32 crores as a financial assistance for procuring materials, capex and other working capital expenditures. (c) Investment in subsidiary – Rs.30 crores (d) Property Lease income from subsidiary – Rs.1 crore (e) Receipt of Management fees – Rs.1 crore (f) Guarantee given on behalf of subsidiary – Rs.100 crores (g) Commission on Guarantee – Rs.1 crore
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of passing of resolution for approval by postal ballot during the financial years 2025-2026 and 2026-2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 350 crores (One year from the date of passing of resolution for approval by postal ballot) No approval has been sought for transactions which will be executed over a period extending beyond 1 (one) year, however, it spreads over two financial years. Since, the project is yet to commence, the estimated transaction for each financial year is indeterminable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The related party being a subsidiary of the Company is expected to develop the captive power plant for generation and supply of solar power under group captive scheme, which will increase the consolidated turnover and profit of the Company.

S. No.	Particulars of the information	Information provided by the management
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	None of the promoters or directors or key managerial personnel are interested directly or indirectly, except being common directors and holding 10 shares for the beneficial ownership of the Company, being a statutory requirement.
	a. Name of the director / KMP	Mr. R Chellappan Mr. K V Nachiappan Dr. S Iniyan
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. R Chellappan holds 10 shares on behalf of SWELECT Energy Systems Limited
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	For transactions in the nature of loan(s) / deposit(s) / advance(s) / guarantee(s), the interest payable shall be in compliance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as may mutually be agreed. In case of other transaction(s), the Company may obtain competitive quote(s) or confirmation(s) from independent third parties with a view to determine the arm's length criteria, wherever required.
9.	Other information relevant for decision making.	The mandatory disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 26th June, 2025 forms part of this Notice.

Information to be provided *only* if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.

B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No such bidding or other process was conducted. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.
2.	Basis of determination of price.	In line with market practice at arm's length
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs / insurance companies/housing finance companies.</i>	Reserves and Surplus of the Listed Entity
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs / insurance companies/ housing finance companies.</i>	No
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (1) <i>This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.</i> (2) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	Around 8.5 % per annum
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Around 8.25 % to 8.5 % per annum
5.	Maturity / due date	3 Years (which may be extended by the Board upto 5 years)
6.	Repayment schedule & terms	Equal Amortization across years.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Capital expenditure and Working capital requirements of the related party

B(3): Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Reserves and Surplus of the Listed Entity
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	No
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Purpose for which funds shall be utilized by the investee company.	To set up the Solar Power Plant under the Group Captive Generation Scheme and the construction of solar power plant is under progress.
4.	Material terms of the proposed transaction	Investment in the form of Cash / Other than Cash Consideration.

B(4): Disclosure *only* in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To avail Bank loan by the subsidiary company for the purpose of Construction of Solar Power Plant
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Commission on Guarantee - Rs.1 crore In case of revocation of guarantee, the same will be treated as loan to the subsidiary and will be recovered by sale of assets of the subsidiary, if required.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Approximately Rs.100 crores

b) **Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.**

The RPTs are / will be on arm's length basis and in the ordinary course of the Company's business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Group's long-term strategy. These transactions help to increase the consolidated turnover and profit of the listed entity. The Audit Committee and the Board of Directors have expressed the view that the RPTs shall be in the best interest of the Company.

- c) The members of the Company may note that the Audit Committee has reviewed the certificates provided by the Whole-time Director and CFO as required under the RPT Industry Standards.
- d) The material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.
- e) Any other information that may be relevant. – The aforementioned disclosures comprehensively cover the required information.

None of the directors / key managerial personnel of the company and their relatives, are concerned or interested, financially or otherwise in the resolution set out at Item No.5 of this Notice, except as mentioned in the aforementioned disclosures.

Considering the above, the Board recommends the Ordinary Resolution as set out in Item No.5 of this Notice for approval of the Members.

By order of the Board
For **SWELECT Energy Systems Limited**

Sd/-

Place: Chennai
Date: 27th September 2025

J Bhuvaneswari
Company Secretary
Membership No.: A25193

Statement of Disclosures pursuant to Schedule V of the Companies Act, 2013 in relation to Item Nos. 1 to 3 above:

I. General information:

(1)	Nature of industry	Electric power generation, transmission and distribution		
(2)	Date of commencement of commercial production	21.09.1994		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial performance based on given indicators	Particulars	2024-2025 (In Lakhs)	2023-2024 (In Lakhs)
		Total Income	48,277.13	29,353.86
		Profit Before Exceptional Items	3,642.09	3,495.14
		Profit Before Tax	3,642.09	5,179.93
		Profit After Tax	857.66	5,174.22
		Total Comprehensive income for the period	870.79	5,112.48
		Earnings per share (in Rs.)	5.66	34.13
(5)	Foreign investments or collaborations, if any.	Equity investment in wholly owned subsidiary: a. SWELECT Energy Systems Pte. Limited, Singapore – Rs. 4372.90 Lakhs b. SWELECT Inc., USA – Rs. 336.30 Lakhs The Company has not entered into any foreign collaboration.		

II. Information about the appointee:

S. No.	Particulars	Mr. R Chellappan	Dr. Arulkumar Pudur Shanmugasundaram	Mr. A Balan
(1)	Background details	The background details and profiles of Mr. R Chellappan, Dr. Arulkumar Pudur Shanmugasundaram and Mr. A Balan are stated in "PROFILE OF DIRECTORS" to this Notice		
(2)	Past Remuneration (in INR) – FY 2024-25	Salary – Rs. 40.20 lakhs Commission – Rs.39.32 lakhs (1% paid on the net profits of the Company) LTA / EL / Furnishing allowance – Rs.6.35 lakhs Perquisites –Rs.2.92 lakhs.	Not Applicable	Salary – Rs.35.50 lakhs Commission – Rs.9.83 lakhs (0.25% paid on the net profits of the Company not exceeding Rs.10 lakhs per annum) LTA / EL / Furnishing allowance – Rs.6 lakhs Perquisites – Rs.1.69 lakhs
(3)	Recognition or awards	The recognition or awards, if any, are given under the profiles of respective Directors attached to this Notice.		
(4)	Job Profile & Suitability	The job profile and suitability, are given under the profiles of respective Directors attached to this Notice.		
(5)	Remuneration proposed	Salary – Rs.20.10 lakhs per annum Commission – 0.25% will be paid on the net profits of the Company Perquisites – soft furnishing allowances of Rs.3 lakhs per annum, Leave Travel Concession, Car, Telephone and reimbursement of actual medical expenses for self and family Security guard charges upto Rs.3.50 lakhs excluding taxes	Salary – Rs.3.50 crores per annum Perquisites – Car, Telephone, reimbursement of actual medical expenses for self and family	Salary – Rs.39.60 lakhs per annum Commission – 0.25% will be paid on the net profits of the Company not exceeding Rs.10 lakhs per annum Perquisites – soft furnishing allowances of Rs.3 lakhs per annum, Leave Travel Concession, Car, Telephone and reimbursement of actual medical expenses for self and family Security guard charges upto Rs.3.50 lakhs excluding taxes
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration to all Executive Directors is comparable to industry Standards.		

(7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. R Chellappan is the father of Mr. V. C. Raghunath and Ms. V. C. Mirunalini, Whole-time Directors of the Company.	Dr. Arulkumar Pudur Shanmugasundaram is the brother of Mrs. Jayashree Nachiappan, Non-Executive Director of the Company and brother-in-law of Mr. K.V. Nachiappan, Whole-time Director of the Company .	Mr. A Balan is the father of Ms. Aarthi Balan, Vice President (Channels, MARCOM & IT) and Ms. Preetha Balan, Vice President (HR & Process Automation).
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III. Other information:

(1)	Reasons of loss or inadequate profits	Pursuant to the provisions of Section 197 of the Companies Act, 2013 the remuneration paid to the Executive Directors of the Company for the year ended March, 31, 2025 is well within the Net Profits of the Company calculated under section 198 of the said Act. However, in the event of absence of profits or inadequacy of profits in any financial year, the Shareholders' approval is required for payment of remuneration to Executive Directors. Accordingly, the Shareholders' approval is sought for the Special Resolutions proposed in the Item No(s).1 to 3.
(2)	Steps taken or proposed to be taken for improvement	
(3)	Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	The necessary disclosures have been mentioned in the Report of Corporate Governance for the financial year ended 31.3.2025 and also will be disclosed in the Corporate Governance Report for the financial year ending 31.3.2026.
(ii)	details of fixed component and performance linked incentives along with the performance criteria;	
(iii)	service contracts, notice period, severance fees; and	
(iv)	stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

ADDITIONAL INFORMATION OF DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT (Profile of Directors)

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Brief profile of Mr. R Chellappan and nature of his expertise in specific functional areas:

Name of the Director	R. Chellappan
Director Identification Number (DIN)	00016958
Designation and Category of Director	Whole-time Director, Executive and Vice Chairman (Promoter)
Age & Date of Birth	72 years, 08 th May, 1953
Date of first appointment on the Board	12 th September 1994
Qualification	1. DEE and qualified Engineer in Electrical and Electronics from Thiagarajar Polytechnic College, Salem – April 1972 2. BE (EEE) from Coimbatore Institute of Technology with University rank – Nov 1979 3. An active Senior Member of Institute of Electrical & Electronics Engineers Inc. – USA (IEEE) over 20 years
Experience	1. 40 Years in Power Electronics – Started the company, Numeric Power Systems Ltd in 1984 2. 8 Years with Sri Ramakrishna Steel Industries Ltd, Coimbatore 3. 5 Years with Ashok Leyland Ltd, Chennai
Credentials / Achievements / Recognition or awards	• One of the Founder Members / Trustee of National Solar Energy Federation of India (NSEFI), South Chapter • One of Senior Life Member of Institute of Electrical & Electronics Engineers Inc. – USA (IEEE) • Appointed as Chairman of IEEE – Madras Chapter, PELS society. • One of the RE Council Member of Confederation of Indian Industry (CII) • Key member of the board of studies in the faculty of Electrical Engineering of Anna University, Chennai. • Key member of the Board of Research Studies (BORS) in Periyar University, Salem • Was awarded as one of the 50 Most Influential Solar Leaders (A Global Listing) 2018 • Awarded in Grand masters India Awards 2021 as “Excellence in design and Engineering Leadership” and Excellence in Technology Leadership • Started Numeric Power Systems Ltd (in 1984) with a team of just six members, and then increased to 2600 employees (in 2012) across its branches in India and overseas.

	• In May 2012, Numeric transferred the UPS division to Novateur Electrical & Digital Systems Pvt Ltd, a wholly owned subsidiary of LEGRAND S.A. FRANCE under a BTA (Business Transfer Agreement). • SWELECT was recognized as SD's No.1 off Grid / Roof Top Solar PV power solution provider for the years 2012 to 2024, consecutively for 10 years. • SWELECT was adjudged as Winner of the Largest Number of Rooftop Installations in the country from 2012-13 to 2024. • CEO Insight magazine recognized SWELECT as one of the 25 Best Green Energy Companies - 2018 (among 25 companies) • Awarded in India Green Energy Awards 2021 – Outstanding Renewable Energy Equipment Manufacturers and Technology Developers • Awarded 'India Rooftop Solar Congress 2022 Awards' in the category of 'Company of the Year: Structural Engineering.' • Recognized for its "Excellence in Performance" in the event of 4th Edition Performance Excellence Awards, 2022 for Solar & Wind Plants under Ground Mounted Solar Category in CII Green Power Conference • Awarded "Manufacturer of The Year Award (SME & Large Organization)" in National Awards for Excellence, 2023. • SWELECT have been recognized as a Top Manufacturing Company by the Global Manufacturing Leadership Awards in February 2024. • Coimbatore Leadership Awards 2024; Manufacturer of the Year (SME and Large Organization) in May 2024
Inter-se relationship with other Directors	Father of Mr. V. C. Raghunath and Ms. V. C. Mirunalini, Whole-time Directors of the Company.
Shareholding in the Company	Own: 7397860 shares (48.80 %) Held by / for other persons on a beneficial basis: Nil
Terms and conditions of appointment & re-appointment	As set out in the proposed Item No.1 of this notice
Remuneration	As set out in the proposed Item No.1 of this notice
Number of Board meetings attended during the year	11 meetings - FY 2024-25 5 meetings - FY 2025-26
Directorships held in other Companies	1. SWELECT Electronics Private Limited 2. SWELECT Energy Systems Pte. Limited, Singapore 3. SWELECT Green Energy Solutions Private Limited 4. SWELECT Power Systems Private Limited 5. SWELECT HHV Solar Photovoltaics Private Limited 6. SWELECT Inc., USA

	7. SWELECT Renewable Energy Private Limited 8. SWELECT Sun Energy Private Limited 9. AV SW Green Energies Pte Limited, Singapore 10. ESG Green Energy Private Limited 11. Srivaru Motors Private Limited
Chairmanship / Membership in Committees of the other Board	SWELECT Sun Energy Private Limited – Nomination and Remuneration Committee – Member

Brief profile of Dr. Arulkumar Pudur Shanmugasundaram and nature of his expertise in specific functional areas:

Name of the Director	Dr. Arulkumar Pudur Shanmugasundaram
Director Identification Number (DIN)	08371976
Designation and Category of Director	Chief Executive Officer and Managing Director, Executive (Professional)
Age & Date of Birth	57 years, 11 th February 1968
Date of first appointment on the Board	04 th September 2025
Qualification	PhD, Cornell University, System Design and Controls (1995) MS Cornell University, Robotics (1992), B. Tech, Mechanical Engineering, IIT Madras (1989).
Experience	Dynamic 30-year career in technology industry with good track record in establishing market leadership, building new businesses and growing them profitably. Unique experience in the entire renewable value chain from equipment supply for manufacturing, EPC, Asset Management, Project Development, PPA bids, Round-the-Clock renewables and M&A. Agile leader in a very dynamic environment with rapid technology changes. He has served in Applied Materials Inc. in various roles for more than a decade. He has served in TATA Group for a decade in the following roles: • Vice President, Head of Solar Business, TATA International Limited • EVP and CTO, at, Tata Power Solar Systems Limited • Chief BD and CTO at, Tata Power Solar Systems Limited • CEO, Chirasthayaee Solar Pvt. Limited • Chief Operating Officer, Tata Power Solar Systems Limited • Chief, Business Collaboration, Tata Power Also served as an Executive Director (Operations), at Ayana Renewable Power Private Limited for more than 5 years.

Recognition or awards	• PDD Presidents Award 1998, Applied Materials • Engg and technology Award 2002, Applied Materials • Global Thin Film Sales Award, Applied Materials • Teaching Fellow, Cornell University • 2nd Rank in IIT Mech, IIT, Madras • All India Rank 4th in CBSE in 1989 (XII std) • About 40 issued US patents and several publications
Inter-se relationship with other Directors	Brother of Mrs. Jayashree Nachiappan, Non-executive – Non Independent Director of the Company
Shareholding in the Company	Nil
Terms and conditions of appointment & re-appointment	As set out in the proposed Item No.2 of this notice
Remuneration	As set out in the proposed Item No.2 of this notice
Number of Board meetings attended during the year	Not Applicable - FY 2024-25 1 meeting - FY 2025-26
Directorships held in other Companies	Nil
Chairmanship / Membership in Committees of the other Board	Nil

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

Name of the Director	A Balan
Director Identification Number (DIN)	00017091
Designation and Category of Director	Whole-time Director, Executive (Promoter)
Age & Date of Birth	72 years, 10 th May, 1953
Date of first appointment on the Board	Mr. A Balan has been a Director on the Board from the date of inception till 2012 when the business of NUMERIC was transferred to Legrand Group by Business Transfer Agreement and again inducted on the Board from 03 rd October, 2015.
Qualification	BE (Electrical and Electronics)
Experience	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 handling operations and technical support for execution of various Solar Power Projects of the Company.

Inter-se relationship with other Directors	Nil
Shareholding in the Company	Own: 4,69,499 Shares (3.10%) Held by / For other persons on a beneficial basis : Nil
Terms and conditions of appointment & re-appointment	As set out in the proposed Item No.3 of this notice
Remuneration	As set out in the proposed Item No.3 of this notice
Number of Board meetings attended during the year	11 meetings - FY 2024-25 5 meetings - FY 2025-26
Directorships held in other Companies	1. SWELECT Green Energy Solutions Private Limited 2. SWELECT Electronics Private Limited 3. SWELECT Power Systems Private Limited 4. SWELECT Sun Energy Private Limited 5. SWELECT HHV Solar Photovoltaics Private Limited 6. SWELECT RE Power Private Limited 7. SWELECT Taiyo Energy Private Limited 8. SWELECT Clean Energy Private Limited 9. SWELECT Sunpower Plus Private Limited
Chairmanship / Membership in Committees of the other Board	SWELECT Taiyo Energy Private Limited – Nomination and Remuneration Committee - Member

Brief profile of Mr. Gnanasekar Sukumar Samuel and nature of his expertise in specific functional areas:

Name of the Director	Gnanasekar Sukumar Samuel
Director Identification Number (DIN)	05284689
Designation and Category of Director	Additional Director – Non-Executive (Professional)
Age & Date of Birth	74 years, 31 st May 1951
Date of first appointment on the Board	Mr. Gnanasekar Sukumar Samuel was appointed to the Board on 03rd October 2015 in the capacity of Independent Director and his second term concluded on 27th July 2025. Subsequently, he was appointed as an Additional Director in the capacity of Non-Executive – Non-Independent Director on 04th September 2025
Qualification	• M.A., Post PG Research in Economics • Master of Business Administration (Finance)
Experience	He worked 18 years in the State Bank of India Group in senior positions at their Regional Office, Head Office and Central Office. During the period 1993-1999 - he held the position of Chief Executive Officer/Managing Director in Apple Credit Corporation Limited, a Non-Banking Finance Company, specializing in areas of deposits, retail lending, hire purchase and leasing finance, Merchant Banking, Corporate Finance, Financial services, etc. During the period 2000-2007- he was an Executive Director of a London based Private Banking Group Meghraj Finance Services (P) Ltd specializing in Financial Advisory Services, Private Equity Placement, Capital Market Services, Mergers and Acquisitions, Debts restructuring etc., and later with an India based Financial Advisory Outfit having varied clients from MNCs and Blue Chip Indian Corporates to large infrastructure projects, resources raising loan venture capital funds to Micro Finance Organizations and NGOs. Mr. G.S Samuel was a member of the Taxation and Economic Affairs Committee of Confederation of Indian Industry (CII) and Convener of the Committee for the Southern Chapter of CII. He was also a Member of the Management Committee of Equipment Leasing Association of India (ELAI). He has served as an Independent Director in various listed entities.
Inter-se relationship with other Directors	Nil
Shareholding in the Company	Own: 15 shares Held by / for other persons on a beneficial basis: Nil
Terms and conditions of appointment & re-appointment	As set out in the proposed Item No.4 of this notice
Remuneration	Nil, except sitting fees for attending Board and Committee Meetings as per the company policy.
Number of Board meetings attended during the year	11 meetings - FY 2024-25 4 meetings - FY 2025-26
Directorships held in other Companies	1. SWELECT Clean Energy Private Limited 2. Noel Media & Advertising Private Limited
Chairmanship / Membership in Committees of the other Board	Nil

NOTES:

1. In compliance with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to all the Members, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on October 10, 2025 (cut-off date).
2. All the persons who are members of the Company as on Cut-off date, but who may not have received this Notice due to non-registration of their e-mail id with the Company or the Depositories/ Depository Participants shall also be entitled to vote in relation to the resolution specified in this Notice. Such Members are requested to follow the instructions given for registration of their e-mail address.
3. As per MCA circulars, physical copies of Notice, Postal Ballot forms and prepaid business reply envelope are not being sent to Members for this postal ballot.
4. In terms of MCA Circulars, the communication of assent or dissent of the Members through e-voting shall be considered as valid and the resolutions mentioned in the Notice shall be passed by e-voting only.
5. The Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by Central Depository Services (India) Limited (CDSL). The instructions and process for e-voting are mentioned in this Notice.
6. Members whose names appear on the Register of Members / List of Beneficial Owners as on October 10, 2025 will be considered for the purpose of voting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
7. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection during office hours (09:00 am to 05:00 pm) on all working days, from the date of dispatch of postal ballot notice until the last date for receipt for votes by electronic means.
8. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. If shareholders e-mail address is not registered with the Company/Depository, please follow the process provided in the E-voting instructions annexed to the notice to receive this Postal Ballot Notice.

By order of the Board
For **SWELECT Energy Systems Limited**

Sd/-

Place: Chennai
Date: 27th September 2025

J Bhuvaneswari
Company Secretary
Membership No.: A25193

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Friday, 17th October 2025 (9:00 am IST) and ends on Saturday, 15th November 2025 (05:00 pm IST). During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 10th October 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for **SWELECT Energy Systems Limited** on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cg.ird@swelectes.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911



SWELECT ENERGY SYSTEMS LIMITED

CIN: L93090TN1994PLC028578

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