

SWELECT ENERGY SYSTEMS LIMITED

CIN: L93090TN1994PLC028578

Registered Office: No.5, Sir P.S. Sivasamy Salai, Mylapore, Chennai - 600004.
Tel:+91-44-24993266 Fax:+91-44-24995179 Email:cg.ird@swelectes.com, Website:www.swelectes.com

NOTICE TO THE TWENTY FIRST ANNUAL GENERAL MEETING

The **TWENTY FIRST** Annual General Meeting of **SWELECT ENERGY SYSTEMS LIMITED** will be held on Thursday the 28th July 2016 at 3.30 P.M. at Savera Hotel, 'Samavesh Hall', No. 146, Dr. Radhakrishnan Road, Mylapore, Chennai – 600 004 to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt;

- (a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Auditors thereon;

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors, be and are hereby considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2016, the reports of the Auditors, be and are hereby considered and adopted.”

2. To declare dividend.

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

“RESOLVED THAT a final dividend of Re.1/- per equity share [i.e. 10% on the paid up equity share capital of Rs.10,10,58,400/- (Rupees Ten Crores Ten Lakhs Fifty Eight Thousand Four Hundred Only)] of the Company as recommended by the Board of Directors be and is hereby declared and that the same be paid within 30 days to all the shareholders whose names appear on the Register of Members as on 21st July 2016.

RESOLVED FURTHER THAT the interim dividend of Rs.3/- per equity share [ie. 30% on the paid up equity share capital of Rs.10,10,58,400/- (Rupees Ten Crores Ten Lakhs Fifty Eight Thousand Four Hundred Only)] declared by the Board at its meeting held on 14.03.2016 be and is hereby approved.”

3. To appoint a Director in place of Mrs. Jayashree Nachiappan (DIN- 03173327), who retires at this meeting in terms of section 152(6) of the Companies Act 2013 and being eligible, offers herself for re-appointment.

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

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

4. To appoint Auditors and fix their remuneration.

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

“RESOLVED THAT M/s. S.R. Battliboi & Associates, LLP (Firm registration number : 101049W) having their office at Tidel Park, 6th & 7th Floor - A Block (Module 601,701-702) No.4, Rajiv Gandhi Salai, Taramani, Chennai - 600113, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration and out-of-pocket expenses as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. Appointment of Mr.A.Balan as the Joint Managing Director of the Company for the Period of 5 years

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

“RESOLVED THAT pursuant to section 196 and other applicable provisions, if any, of the Companies Act 2013 and other applicable rules, if any, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. A. Balan (holding DIN: 00017091) as the Joint Managing Director of the Company for a period of 5 (Five) years with effect from 3.10.2015 to 2.10.2020, on the terms and conditions as specified below within the limits of the provisions of Schedule V of the Companies Act 2013.”

The remuneration, benefits, perquisites, commission and other allowances, payable to Mr. A. Balan, with effect from 3rd October 2015 are as under:

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. 2,00,000 per month or Rs.24,00,000/- per annum.
2. In addition to (1) above, he will also be eligible for the following perquisites:-
 - a) Encashment of leave at the end of the tenure.
 - b) Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
 - c) Car: Car will be provided by the Company. The expenses connected with the operation will be reimbursed as per the rules of the Company from time to time.
 - d) Telephone: Provision of a telephone at residence. Personal long distance calls shall be billed by the company.
 - e) Soft furnishing allowance / Entertainment Allowance / Daily Allowance / Recreation Allowance / Domestic Service Allowance, subject to a ceiling of Rs. 3,00,000/- per annum.
 - f) Reimbursement of Medical Expenses for Self and Family, as approved by CCIT.

N.B (i) The above allowances / benefits / reimbursements would be subject to the applicable Income - Tax Rules.

(ii) The word “family” shall mean the persons specified in the Companies Act, 2013.

(iii) Use of Car and telephone shall be dealt with as per applicable provisions under the Income Tax Rules 1962.
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.

6. Appointment of Mr. G.S. Samuel as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act 2013, Mr. G.S. Samuel (holding DIN 05284689), who was appointed as an Additional Director and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from himself proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for 5(Five) consecutive years from this Annual General Meeting and whose period of office shall not be liable to retire by rotation.”

7. Determination of remuneration to Cost Auditor

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

“RESOLVED THAT pursuant to section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modifications or re-enactment for the time being in force) Mr.R.Ravichandran, Cost Accountant(M.No.15959) appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2017 be paid the remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty five thousand only), besides reimbursement of travelling and out of pocket expenses that may be incurred by him from time to time in connection with the Audit.

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

By Order of the Board

For **SWELECT ENERGY SYSTEMS LIMITED**

Chennai
27th May 2016

R. Chellappan
Managing Director

NOTES:

1. The related Explanatory statement pursuant to Sec 102 of the Companies Act, 2013, setting out all the material fact concerning item No(s). 5 to 7 is annexed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself and such proxy need not be a member of the company.
3. A blank form of proxy is enclosed, which, if used, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Pursuant to the provisions of section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
4. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorising such representative to attend and vote on their behalf at the meeting.
6. The Register of Members and the Share Transfer Books will remain closed from 22nd July 2016 to 28th July 2016 both days inclusive, for determining the name of members eligible for payment of dividend on equity shares and AGM.
7. The dividend on Equity shares, if declared at the ensuing Annual General Meeting, will be credited / deposited between 4th August 2016 and 12th August 2016 to those members whose names appear on the Company's Register of Members on 21st July 2016.

8. As per provisions of Section 205A and 205B of Companies Act, 1956, the amount of dividends remaining unclaimed for a period of seven years is to be transferred to the Investor Education and Protection Fund. Accordingly, the dividend declared for all the financial years ended upto March 31, 2008 had been transferred to Investor Education and Protection Fund. The amount so transferred cannot be claimed either from the Company or from the Fund.
9. Details of dividend declared for the financial years from 2008-09 onwards are given below:

S.No.	Financial year	Nature of Dividend	Date of Declaration	Class of shares	Dividend Amount Per share Rs.
1.	2008-2009	Final	22.08.2009	Equity	5
2.	2009-2010	Final	07.08.2010	Equity	3
3.	2010-2011	Final	06.08.2011	Equity	3
4.	2011-2012	Final	21.07.2012	Equity	3
5.	2012-2013	Interim	09.07.2012	Equity	120
6.	2012-2013	Final	24.07.2013	Equity	8
7.	2013-2014	Final	28.07.2014	Equity	9
8.	2014-2015	Final	29.07.2015	Equity	2.50
9.	2015-2016	Interim	14.03.2016	Equity	3

10. Members who have not encashed the dividend warrants for the financial year ended 2008-09 and/ or any subsequent years are requested to write to the Company giving necessary details along with claimant's proof of identity and address. In this connection the company has placed the names of such persons who has not claimed dividend since 2008-09 in the website of the company and the shareholders can view the details at www.swelectes.com.
11. The Company shall provide/host the required details of unclaimed dividend amounts referred to under Section 205A and 205B of Companies Act, 1956, on its website and also Ministry of Corporate Affairs (MCA) website in the relevant form every year. For the financial year ended March 31, 2015, the information on unclaimed dividend for the years from 2008-09 to 2014-15 was filed with the Ministry of Corporate Affairs and also hosted on the web site of the Company within the statutory time.
12. In order to enable payment of dividend by direct credit to the bank accounts of the shareholders through National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT), those holding shares in physical form are requested to furnish their mandates to M/s Cameo Corporate Services Limited. Those holding shares in De-mat form are requested to update their records with Depository Participants in this respect.
13. Electronic copy of the full version of the Annual Report for the year 2015-16 and the Notice of the 21st AGM are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Abridged Annual Report for the year are being sent in the permitted mode. These members are requested to register their E-mail IDs with the DP/Registrar. Full version of the Report and the Notice of the AGM are available in the Company's website viz., www.swelectes.com. Members desirous of receiving the complete annual report may send a request in writing to the Registrar or the Company and send the same by post/courier or email with a scan copy of the request, duly signed. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in No.5, Sir P.S.Sivasamy Salai, Mylapore, Chennai-600004 between 11. 00 AM and 5.00 P.M. on all working days up to the date of the Annual General Meeting.
14. Pursuant to section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is required to provide members the facility to cast their vote by electronic means. The detailed instructions for Remote e-voting are annexed to this Notice.
15. Location/Route map layout of the AGM Hall is given at the last page of Notice.

Annexure to Notice

Explanatory statement required in pursuance of section 102 of the Companies Act 2013.

Item No. 5

The Board of Directors at their meeting held on 03.10.2015, have appointed Mr. A. Balan as the Joint Managing Director of the Company for the period of 5 years from 3rd October 2015 to 2nd October 2020 as per the terms and conditions as set out in the resolution, subject to the approval of the shareholders.

The Company has received a notice in writing from Mr. A. Balan, proposing his candidature for the office of Joint Managing Director. The Company also received the deposit amount from Mr. A. Balan.

The Board accordingly recommends the resolution as set out in Item No. 5 of the Notice for approval of the members.

No Directors, Key Managerial Personnel or their relatives, except Mr. A. Balan, is interested or concerned in the resolution.

Item No. 6

At the Board Meeting held on 3.10.2015, Mr. G.S. Samuel was appointed as an Additional Director of the Company and holds office upto the conclusion of the ensuing Annual General Meeting of the Company.

The Company received a notice together with the required deposit amount from Mr.G.S.Samuel proposing his candidature for the office of the Independent Director of the Company.

The Board Confirmed that he has fulfilled the conditions as specified in Section 149(6) of the Companies Act, 2013, to appoint him as an independent Director of the Company.

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

No Directors, Key Managerial Personnel or their relatives, except Mr. G.S. Samuel, is interested or concerned in the resolution.

Item No. 7

At the meeting held on 27.05.2016, the Board of Directors of the Company have appointed Mr.R.Ravichandran as Cost auditor for the financial year 2016-17 on the recommendation of the Audit Committee. As per section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules 2014, remuneration to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, shall be ratified by the Members. The Audit Committee had recommended the remuneration of Rs.1.25 lakhs besides the expenses incurred by the Cost Auditor in connection with the Audit.

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

No Directors, Key Managerial Personnel or their relatives,except Mr.R.Ravichandran, is interested or concerned in the resolution.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT

Brief profile of the Directors seeking appointment / re-appointments

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

Mr. A. Balan is 63 years of age and he is a qualified Engineer in Electrical and Electronics. He had served in Best & Crompton Engineering Ltd, in the middle management cadre for over 15 years. Had undertaken various assignments of the company, in the field of Manufacturing, Plant Maintenance and vendor development. He also served in Novateur Electrical & Digital Systems Pvt. Ltd. as Director operations responsible for sales and technical support, for a period of 3 years. At present heading Operations and technical support of SWELECT Energy Systems Ltd.

Mr. A. Balan holds directorship in the following companies:

Sr. No.	Name of the Companies/ Firms	Position held
1	K J Solar Systems Private Limited	Director
2	SWELECT Solar Energy Private Limited	Director
3	SWELECT Green Energy Solutions Private Ltd	Director
4	SWELECT Electronics Private Limited	Director
5	SWELECT Power Systems Private Limited	Director

Chairperson of Board of other Companies: NIL

Member of Board Committee of Other Companies: NIL

Shareholding in the Company:

i) Own: 308094 Shares

ii) Held by/for other persons on a beneficial basis: Nil

Disclosure of relationships between directors inter-se: None

2. Brief resume of Mr. G. S. Samuel and nature of his expertise in specific functional areas:

AGE & DOB	65years, 31st MAY 1951
EDUCATIONAL QUALIFICATION	- PG RESEARCH IN ECONOMICS - Master of Business Administration (Finance)
EXPERIENCE :- 18 years, he worked in the State Bank of India Group in senior positions at their Regional Office, Head Office and Central Office. 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. 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).	

Mr. G. S. Samuel holds directorship in the following companies:

Sr. No.	Name of the Companies/ Firms	Position held
1	Butterfly Gandhimathi Appliances Limited	Director
2	LLM Appliances Private Limited	Director
3	Noel Media & Advertising Private Limited	Director

Chairperson of Board Committees of other Companies: None

Member of Board Committee of Other Companies: None

Shareholding in the Company:

i) Own: 10 Shares

ii) Held by/for other persons on a beneficial basis: Nil

Disclosure of relationships between directors inter-se: None

3. Brief resume of Mrs. Jayashree Nachiappan and nature of her expertise in specific functional areas:

Mrs. Jayashree Nachiappan is 49 years of age and is a non-executive Director of the Company. She holds an Engineering degree in Printing Technology from College of Engineering, Guindy affiliated to Anna University, Chennai and runs her own Offset printing press for the past 22 years.

Mrs. Jayashree Nachiappan holds directorship in the following companies:

Sr. No.	Name of the Companies/ Firms	Position held
1	SWELECT Solar Energy Private Limited,	Director
2	SWELECT Green Energy Solutions Private Limited,	Director

Chairperson of Board Committees of other Companies: None

Member of Board Committee of Other Companies: None

Shareholding in the Company:

i) Own: 100 Shares

ii) Held by/for other persons on a beneficial basis: Nil

Disclosure of relationships between directors inter-se: None

By Order of the Board
For SWELECT ENERGY SYSTEMS LIMITED

Chennai
27th May 2016

R. Chellappan
Managing Director

Electronic voting (Remote e-voting)

Pursuant to provisions of section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 21st Annual General meeting of the Company to be held on Thursday the 28th July 2016 at 3.30 pm. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The voting period begins on 25th July 2016 at 9:00 am and ends on 27th July 2016 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st July 2016, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions

- a) Mr. P. Eswaramoorthy, Practicing Company Secretary (Membership No. FCS 6510), has been appointed as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
- c) The results declared along with the Scrutinizer's Report will be placed on the Company's website www.swelectes.com, website of CDSL and the same will also be communicated to BSE Ltd. and National Stock Exchange of India Limited.
- d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st July 2016.
- e) Members who did not cast their vote through Remote e-voting during the e-voting period shall be allowed to cast their vote at the AGM through ballot paper. Members who have voted through Remote e-voting can attend the meeting but cannot vote again through ballot paper at AGM.

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



Venue of AGM:

The Saveria Hotel, Samavesh Hall,
146, Dr. Radhakrishnan Road,
Mylapore, Chennai – 600004.
Phone : +91 - 44 - 2811 4700.

Proxy form

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

SWELECT ENERGY SYSTEMS LIMITED

CIN: L93090TN1994PLC028578

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

Tel:+91-44-24993266 Fax:+91-44-24995179 Email:cg.ird@swelectes.com, Website:www.swelectes.com

Name of the Member(s):

Registered address:

Email ID:

FOLIO no. / CLIENT

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

ID:DPID:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/We, being the member (s) of SWELECT ENERGY SYSTEMS LIMITED holding shares of the company, hereby appoint

1. Name:

Address:

Email Id:

Signature: or failing him

2. Name:

Address:

Email Id:

Signature: or failing him

3. Name:

Address:

Email Id:

Signature:

I/We here by certify that I/ We, am/ are registered Member/Proxy for the registered Member of the Company and here by record my /our presence at the 21st Annual General Meeting of the Company on Thursday the 28th July 2016 at 3:30 p.m. at Savera Hotel, 'Samavesh Hall', No.146, Dr. Radhakrishnan Salai, Mylapore, Chennai-600004 or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1.	To consider and adopt the Twenty first Annual Report of the Directors, the “Standalone and Consolidated” Audited Balance Sheet as at 31st March 2016, Profit and Loss Account for the year ended 31st March 2016 and the Auditors’ Report thereon			
2.	To declare Dividend.			
3.	To appoint a Director in place of Mrs. Jayashree Nachiappan (DIN-03173327) who retires at this meeting in terms of section 152(6) of the Companies Act 2013 and being eligible, offers herself for Re-appointment.			
4.	To appoint Auditors and fix their remuneration.			
Special business				
5.	Appointment of Mr. A. Balan as the Joint Managing Director of the Company for the period of 5 years			
6.	Appointment of Mr. G.S. Samuel as an independent director of the Company			
7.	Determination of remuneration to Cost Auditor			

Signed this day of 2016.

Signature of shareholder:

Signature of the proxy holder(s):



Notes:

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

SWELECT ENERGY SYSTEMS LIMITED

CIN: L93090TN1994PLC028578

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

Tel:+91-44-24993266 Fax:+91-44-24995179 Email:cg.ird@swelectes.com, Website:www.swelectes.com

ATTENDANCE SLIP

1. Name and Address :

2. Joint Holder(s) :

3. E-mail ID :

4. FOLIO /DPID / CLIENT ID :

ELECTRONIC VOTING PARTICULARS		
EVSN [E-voting Sequence Number]	User ID	Password / PIN
160628002	Enter your Folio No./DPID/CLID:	Please enter the PAN and Date of Birth or Bank Account No:

I/We here by certify that I/ We, am/ are registered Member/Proxy for the registered Member of the Company and here by record my /our presence at the 21st Annual General Meeting of the Company on Thursday the 28th July 2016 at 3:30 p.m. at Savera Hotel, 'Samavesh Hall', No.146, Dr. Radhakrishnan Salai, Mylapore, Chennai-600004 or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

<i>Name of the Registered Holder I Proxy (IN BLOCK LETTERS)</i>	<i>Signature of the Registered Holder I Proxy</i>

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