

April 29, 2017

National Stock Exchange of India Limited
Listing Department
Registered Office: "Exchange Plaza",
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Scrip Code: SWELECTES

Dear Sir / Madam,

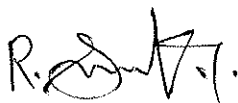
Sub: Submission of Certified True Copy of a Minutes of Proceedings of Postal Ballot /Remote E-voting

We submit herewith a Certified True Copy of the Minutes of Proceedings held on 30th March 2017 at the Registered office of the Company for declaration of Postal Ballot/Remote E-Voting results.

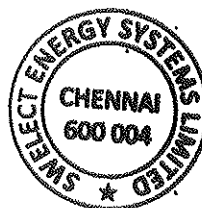
Kindly take on record the above compliance and acknowledge receipt.

Thanking you,

Yours faithfully,
For SWELECT ENERGY SYSTEMS LIMITED



R. Sathishkumar
Company Secretary & Compliance Officer



Encl: as above

SWELECT ENERGY SYSTEMS LIMITED

Serial No. of the Meeting : SESL/PB/2016-17/01

Minutes of the proceedings held on 30th March 2017 at 5.00 p.m. at the Registered Office of the Company at "SWELECT House", No. 5, Sir P S Sivasamy Salai, Mylapore, Chennai – 600 004 for declaration of Postal Ballot and remote e-voting results.

Present:

Mr. V.M. Sivasubramaniam Chairman

Mr. R. Sathishkumar Company Secretary

The Chairman ascertained that Mr. P. Eswaramoorthy, Scrutinizer, had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (17:00 hrs IST) on 29th March 2017. He also noted that the Company had provided the facility of e-voting to its members. He further noted that the Postal ballot and remote e-voting process have been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Thereafter, Chairman took note of the report submitted by Scrutinizer and announced the Postal ballot and remote e-voting results as under:

Item No. 1

Alteration of Authorized Share Capital (Clause V) of the Memorandum of Association of the Company – Special Resolution

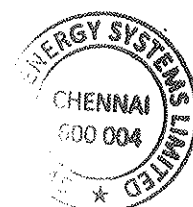
RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and as per clause 11 of the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras vide its order dated 18.10.2016, the Clause V of Memorandum of Association of the Company be replaced as follows:

"The present authorized capital of the Company is Rs.47,00,00,000/- (Rupees Forty Seven Crores only) comprising of Rs.24,35,00,000/- (Rupees Twenty Four Crores Thirty Five Lakhs Only) divided into 2,43,50,000 Equity shares of Rs.10/- (Rupees Ten Only) each and Rs.22,65,00,000/- (Rupees Twenty Two Crores Sixty Five Lakhs Only) divided into 2,26,50,000 10% Cumulative Redeemable Preference shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce or alter the capital, in accordance with the provisions of Companies Act, 2013."

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For SWELECT ENERGY SYSTEMS LIMITED


Company Secretary



Total No. of shares voted : 6838386
No. of shares in favour : 6680794 (99.9967%)
No. of shares against : 223 (0.0033%)
No. of Invalid Votes : 157369

Item No. 2

Alteration of Main Objects Clause in the Memorandum of Association of the Company- Special Resolution

RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and as per clause 12 of the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras vide its order dated 18.10.2016, Clause III (A) of the Memorandum of Association of the Company shall stand altered, modified and amended by inserting the following new sub-clauses 11 to 12 immediately after the existing sub-clause 10 under clause III(A) of the Memorandum of Association of the Company:

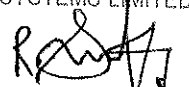
11. To undertake the development, manufacture, assembly, and marketing and supply of solar modules, other new generation solar modules & cells and solar photovoltaic systems and maintain stocks of the products for marketing and distribution in India and abroad.
12. To manufacture and deal in a wide range of solar cell modules, providing customized solar cell solutions and to carry on the business of manufacturers, dealers, assemblers, importers and exporters and to exhibit, use, manipulate, work or otherwise deal in all kinds of machinery, equipment and aids used for the manufacture of the above products.

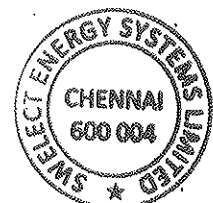
RESOLVED FURTHER THAT the clauses 3 and 4 of the Main Objects contained in the Memorandum of Association of the Transferor Company be also inserted as new sub-clauses 13 to 14 immediately after the existing sub-clause 12 under clause III(A) of the Memorandum of Association of the Company.

13. To provide technical consultancy service in relation to the products manufactured and marketed and implement intelligent and efficient solar photovoltaic systems and to act as consulting engineers regarding all types of solar photovoltaic cells, modules and technologies.
14. To carry on research and development activities in the field of solar thermal technology and solar photovoltaic technology and in relation to the development of newer and more efficient technologies, cost-efficient production, management, marketing and distribution systems, including the conceptualization, design, testing and production of newer and more efficient solar cell modules, to study and remedy any negative impact, to develop newer products for the harnessing of solar energy through solar photovoltaic technology and to impart technical training to operators of the products and to conduct technical and scientific studies pertaining to the products including, but not limited to,

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For SWELECT ENERGY SYSTEMS LIMITED


Company Secretary



the development of products according to specific customer requirements and further develop the products to stimulate competition in the industry and engage in related activities and operations that may be linked directly or indirectly to the above objects or to all similar objects, complimentary or related.

Total No. of shares voted : 6838386
No. of shares in favour : 6680794 (99.9967%)
No. of shares against : 223 (0.0033%)
No. of Invalid Votes : 157369

Item No. 3

Alteration of the Articles of Association of the Company -- Special Resolution

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as per clause 11 of the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras vide its Order dated 18.10.2016, the existing Clause 3 of the Articles of Association of the Company be modified and amended as follows:

"3. The present authorized capital of the Company is Rs.47,00,00,000/- (Rupees Forty Seven Crores only) comprising of Rs.24,35,00,000/- (Rupees Twenty Four Crores Thirty Five Lakhs Only) divided into 2,43,50,000 Equity shares of Rs.10/- (Rupees Ten Only) each and Rs.22,65,00,000/- (Rupees Twenty Two Crores Sixty Five Lakhs Only) divided into 2,26,50,000 10% Cumulative Redeemable Preference shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce or alter the capital, in accordance with the provisions of Companies Act, 2013."

Total No. of shares voted : 6838386
No. of shares in favour : 6680232 (99.9883%)
No. of shares against : 785 (0.0117%)
No. of Invalid Votes : 157369

Item No.4

Reclassification of the Authorised Share Capital of the Company -- Special Resolution

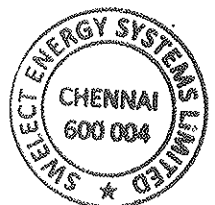
RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect the Authorised share capital of the Company be and is hereby reclassified and the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted, and in its place the following Clause be substituted:

"V. The present authorized capital of the Company is Rs.47,00,00,000/- (Rupees Forty Seven Crores only) divided into 4,70,00,000 (Four Crore Seventy Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each."

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For SWELECT ENERGY SYSTEMS LIMITED


Company Secretary



Total No. of shares voted : 6838386
No. of shares in favour : 6679508 (99.9774%)
No. of shares against : 1509 (0.0226%)
No. of Invalid Votes : 157369

Item No.5

Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013 -- Special Resolution

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the regulations contained in the Articles of Association of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

Total No. of shares voted : 6838386
No. of shares in favour : 6679508 (99.9774%)
No. of shares against : 1509 (0.0226%)
No. of Invalid Votes : 157369

Based on the aforesaid results Special Resolutions as contained in Item No.1 to 5 have been passed with requisite majority.

Date : 28-04-2017

Place : Chennai

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For SWELECT ENERGY SYSTEMS LIMITED


Company Secretary

