



Stay powerful when sun shines. And thereafter...

10.12.2025

BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers,
Dalal Street,
Mumbai-400 001.

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

Scrip Code: 532051 Symbol: SWELECTES

Dear Sir / Madam,

# <u>Sub: Submission of Copy of Minutes of Proceedings of Postal Ballot (Remote E-Voting only)</u>

We submit herewith a Certified True Copy of the Minutes of the Proceedings held on 18<sup>th</sup> November 2025 at the Registered office of the Company for Declaration of Postal Ballot (Remote E-Voting only) results with respect to the following items:

- 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.
- 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
- 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.
- 4. Appointment of Mr. Gnanasekar Sukumar Samuel (DIN: 05284689) as a Non-Executive, Non-Independent Director of the Company.
- 5. Approval of Material Related Party Transactions with the subsidiary of the Company viz., ESG Green Energy Private Limited.

We request you to kindly take on record the above compliance.

Thanking you,
Yours faithfully,
For **SWELECT ENERGY SYSTEMS LIMITED** 

J.Bhuvaneswari Company Secretary Membership No: A25193

Encl.: As above

# Serial No. of the Meeting: SESL/PB/2025-26/01

MINUTES OF THE PROCEEDINGS OF THE MEETING HELD ON TUESDAY THE 18<sup>TH</sup> NOVEMBER 2025 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 RESULTS (ONLY REMOTE E-VOTING).

# **Physically Present**:

Mr. S. Annadurai

Chairman

Ms. J. Bhuvaneswari

Company Secretary

The Chairman ascertained that P. Eswaramoorthy and Company, Company Secretaries, Coimbatore appointed as the Scrutinizers by the Board of Directors of the Company, had carried out the scrutiny of voting exercised by the Shareholders through Remote e-voting in the portal of Central Depository Services (India) Limited (CDSL). He further noted that the remote e-voting process has been conducted in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and various circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Thereafter, the Chairman took note of the report submitted by Scrutinizer and declared the results of Remote e-voting at 02:30 pm as under:

#### **RESOLUTION: 1 - SPECIAL BUSINESS - SPECIAL RESOLUTION:**

APPROVAL FOR 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: -

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



CHAIRMAN'S INITIALS

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- 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.

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-	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
Mode of Voting	No. of Mem bers	No. of Votes	% of Votes	No. of Mem bers	No. of Votes	% of Votes	No. of Memb ers	No. of Votes
Remote E-voting	139	98,99,932	99.982 1	13	1,776	0.0179	-	-

Based on the aforesaid results the special resolution as contained in the Postal Ballot Notice Item No.1 has been passed with requisite majority of 99.9821% of the total vote cast.

## RESOLUTION: 2 - SPECIAL BUSINESS - SPECIAL RESOLUTION:

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: -

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 Requirements) Regulations, 2015, based Disclosure 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



CHAIRMAN'S INITIALS



**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 reenactment 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.

# **Details of Voting Results:**

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution Invalid vote				
	No. of Mem bers	No. of Votes	% of Votes	No. of Member s	No. of Votes	% of Vote s	No. of Member s	No. of Votes
Remot e E- voting	139	98,99,93 2	99.982 1	13	1,776	0.017 9	-	-

Based on the aforesaid results the special resolution as contained in the Postal Ballot Notice Item No.2 has been passed with requisite majority of 99.9821% of the total vote cast.

#### RESOLUTION: 3 - SPECIAL BUSINESS - SPECIAL RESOLUTION:

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: -

"RESOLVED THAT in supersession of the earlier resolutions passed on 10<sup>th</sup> September 2020 at the Twenty Fifth Annual General Meeting and on 25<sup>th</sup> 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.

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CHAIRMAN'S INITIALS 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.



# **Details of Voting Results:**

Mode of Voting	Votes in Favour of Resolution			Votes a	gainst Re	Invalid votes		
	No. of Memb ers	No. of Votes	% of Votes	No. of Memb ers	No. of Votes	% of Votes	No. of Memb ers	No. of Votes
Remot e E- voting	140	98,99, 992	99.9827	12	1,716	0.0173	-	

Based on the aforesaid results the special resolution as contained in the Postal Ballot Notice Item No.3 has been passed with requisite majority of 99.9827% of the total vote cast.

## RESOLUTION: 4 - SPECIAL BUSINESS - SPECIAL RESOLUTION:

APPOINTMENT OF MR. GNANASEKAR SUKUMAR SAMUEL (DIN: 05284689) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY: -

"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."

## **Details of Voting Results:**

Mode of Voting	Votes in Favour of Resolution			Votes a	gainst Res	Invalid votes		
	No. of Memb ers	No. of Votes	% of Vote s	No. of Memb ers	No. of Votes	% of Votes	No. of Memb ers	No. of Votes
Remot e E- voting	138	98,99, 929	99.9 82	14	1779	0.018	-	-

Based on the aforesaid results the special resolution as contained in the Postal Ballot Notice Item No.4 has been passed with requisite majority of 99.982% of the total vote cast.



CHAIRMAN'S INITIALS



## RESOLUTION: 5 - SPECIAL BUSINESS - ORDINARY RESOLUTION:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH THE SUBSIDIARY OF THE COMPANY VIZ., ESG GREEN ENERGY PRIVATE LIMITED: -

RESOLVED THAT pursuant Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereto (including any statutory modification or reenactment 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.

CHAIRMAN'S INITIALS

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Supplied by : C. Sitaraman & Bros., Chennai - 600 014 Ph : 28111516 / 28113950

# **Details of Voting Results:**

Mode of Voting	Votes in Favour of Resolution			Votes ag	ainst Res	Invalid votes		
	No. of Mem bers	No. of Votes	% of Vote s	No. of Member s	No. of Votes	% of Votes	No. of Memb ers	No. of Votes
Remot e E- voting	123	13,70, 184	99.85 67	13	1966	0.1433	-	-

#### RESULTS:

Based on the aforesaid results the special resolution as contained in the Postal Ballot Notice Item No.5 has been passed with requisite majority of 99.8567% of the total vote cast.

The Chairman informed that the above results will be placed on the notice board of the Company at its registered office and in terms of SEBI (LODR) Regulations, a copy of the above results together with the Scrutinizer's report and proceedings of this meeting, will also be sent to Stock Exchanges, CDSL and the same will be disseminated on the website of the Company (www.swelectes.com).

Thereafter, the Chairman concluded the proceedings with a vote of thanks.

Date of entry of the proceedings in the minutes Book: 08/(2/2025)

Recorded by: J. Bhuvaneswari Designation: Company Secretary

Signature: J. Poromifer

Place : Chennai

Date: 09/12/2025

Chairman

CERTIFIED TRUE COPY

J. Bhormfer.

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CHAIRMAN'S INITIALS

Supplied by : C. Sitaraman & Bros., Chennal - 600 014 Ph : 28111516 / 28113950