

**SWELECT ENERGY SYSTEMS LIMITED**  
**(Formerly known as NUMERIC POWER SYSTEMS LIMITED)**  
Registered Office: Numeric House, No. 5, Sir P.S. Sivasamy Salai, Mylapore,  
Chennai - 600 004.

**NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING**

The **EIGHTEENTH** Annual General Meeting of **SWELECT ENERGY SYSTEMS LIMITED** will be held on Wednesday the 24<sup>th</sup> July 2013 at 2.30 P.M. at Savera Hotel, No. 146, Dr. Radhakrishnan Road, Chennai – 600 004 to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Eighteenth Annual Report of the Directors, the Audited Balance Sheet as at 31st March 2013, Profit and Loss Account for the year ended 31st March 2013 and the Auditors' Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. V.M. Sivasubramaniam, who retires at this meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. B.G. Giri, who retires at this meeting and being eligible, offers himself for re-appointment.
5. To appoint Auditors:

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

“RESOLVED THAT the retiring Auditors of the Company, M/s. S.R. Batliboi & Associates, LLP (Firm registration number : 101049W) Address: Tidel Park, 6th & 7th Floor - A Block (Module 601,701-702) No.4, Rajiv Gandhi Salai, Taramani, Chennai - 600113 being eligible for reappointment, be and are hereby re-appointed as Auditors of the Company, to hold office till the conclusion of the next Annual General Meeting, on such terms and conditions as to remuneration, out-of-pocket expenses etc., as may be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS**

6. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution.  
“RESOLVED THAT Mrs. Vasantha Balan, who was appointed as an additional director with effect from 13.08.2012 and holds office till the date of the Annual General meeting under section 260 of the Companies Act 1956, be and is hereby appointed as a director of the Company.”
7. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution.  
“RESOLVED THAT Mrs. Jayashree Nachiappan, who was appointed as an additional director with effect from 13.08.2012 and holds office till the date of the Annual General meeting under section 260 of the Companies Act 1956, be and is hereby appointed as a director of the Company.”
8. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution.  
“RESOLVED THAT pursuant to section 309 of the Companies Act, 1956 and other applicable provisions of the Companies Act 1956 consent of the members of the Company be and is hereby accorded to pay commission not exceeding one per cent of the net profits of the Company of the particular year for the period of 5 years to the following independent directors of the Company in consideration of their valuable contribution being made to the Company for its growth, development and performance.
  1. Mr. V.M. Sivasubramaniam
  2. Mr. N. Natarajan

**RESOLVED FURTHER THAT** the net profits of the Company shall be ascertained in pursuant to Section 198, 349 and 350 of the Companies Act, 1956 and total commission payable to the above mentioned directors shall not exceed 1% of the net profits.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Board of Directors to decide the terms and conditions payable to the directors and to do such acts and deeds as may be necessary to give effect to the above resolution.”

9. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution.

**“RESOLVED THAT** in pursuance of the provisions of Section 314 of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members be and is hereby accorded to make payment to Mr. V.C. Raghunath, Son of Mr. R. Chellappan, Managing Director of the Company who holds an office or place of profit in the Company as Senior Executive at a revised remuneration of Rs.7,24,466 per annum with effect from 01.04.2013.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to decide the terms and conditions of the remuneration payable and to do such acts and deeds as may be necessary to give effect to the above resolution.”

10. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution.

**“RESOLVED THAT** in pursuance of the provisions of Section 314 of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members be and is hereby accorded to make payment to Ms. Aarthi Balan, Daughter of Mrs. Vasantha Balan, Non-executive Director of the Company who holds an office or place of profit in the Company as Senior Executive at a revised remuneration of Rs. 6,64,278 per annum with effect from 01.04.2013.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to decide the terms and conditions of the remuneration payable and to do such acts and deeds as may be necessary to give effect to the above resolution.”

By Order of the Board  
For SWELECT ENERGY SYSTEMS LIMITED

Chennai  
29th May 2013

R. Chellappan  
Managing Director

#### NOTES:

- Mr. V.M. Sivasubramaniam and Mr. B.G. Giri Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Brief resume of the Directors, nature of their expertise in specific functional areas, are provided in the Corporate Governance Report which forms part of Annual Report. The Board of Directors of the Company commends the respective re-appointment of the said Directors.  
  
Mr. V.M. Sivasubramaniam and Mr. B.G. Giri are interested in the resolution relating to the respective appointments and hold 200 equity shares each in the Company.
- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. 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 meeting.
- The Register of Members and the Transfer Books will remain closed from 22<sup>nd</sup> July 2013 to 24<sup>th</sup> July 2013 both days inclusive.
- The dividend for the year ended 31.03.2013, as recommended by the Board, if approved by the shareholders at the Meeting shall be payable on or before 22<sup>nd</sup> August 2013 to those members whose names appear on the Company's Register of Members on 22<sup>nd</sup> July 2013.
- Pursuant to Section 205C of the Companies Act, 1956, the unclaimed Final Dividend declared on 28<sup>th</sup> May 2005, has been transferred by the Company to the Investor Education and Protection Fund established by the Central Government.
- The related Explanatory statement pursuant to Sec. 173(2) of the Companies Act 1956, setting out all the material fact concerning item Nos 6 to 10 is annexed herewith.

## Annexure to Notice

### Explanatory statement required in pursuance of section 173(2) of the Companies Act 1956.

Item No 6 and 7: Appointment of Mrs. Vasantha Balan and Mrs. Jayashree Nachiappan as directors of the Company.

Mrs Vasantha Balan and Mrs. Jayashree Nachiappan were appointed as Additional Directors of the Company with effect from 13.08.2012 pursuant to Section 260 of the Companies Act, 1956 and hold office up to the date of this Annual General Meeting. Due notice has been received from some members proposing the candidature of Mrs. Vasantha Balan and Mrs Jayashree Nachiappan under the provisions of Section 257 of the Companies Act, 1956.

The Board accordingly recommends the resolution as set out in Item Nos. 6 and 7 of the Notice for approval of the members.

None of the Directors of the Company except Mrs. Vasantha Balan and Mrs. Jayashree Nachiappan is interested or concerned in the resolution.

Item No. 8

The Board of directors considered the valuable contribution of independent directors Mr. V.M. Sivasubramaniam and Mr. N. Natarajan to the Company with their advice to the board from time to time in various issues. As a token of appreciation for the valuable support extended by them towards progress of the Company, the Board recommended a commission to be paid to the independent directors not exceeding 1% of the net profits of the Company calculated as per the relevant provisions of the Companies Act 1956.

The Board accordingly recommends the resolution as set out in Item No. 8 of the Notice for approval of the members.

None of the Directors of the Company except Mr. V.M. Sivasubramaniam and Mr. N. Natarajan is interested in the resolution.

Item No. 9

The Board of Directors on 29th June 2009 and the Shareholders on 22nd August 2009 have given their consent for the appointment of Mr. V.C. Raghunath, Son of Mr. R. Chellappan, Managing Director of the Company to hold an office or place of profit in the Company as "Senior Executive".

The Board proposed to increase the remuneration payable to Mr. V.C. Raghunath as follows:

Per Annum	Existing (Rs.)	Revised (Rs.)
Total remuneration	6,58,646	7,24,466

The proposed revision in remuneration will be within the limits prescribed under the provisions of Section 314 of the Companies Act 1956.

The Board accordingly recommends the resolution as set out in Item No. 9 of the Notice for approval of the members.

None of the Directors, except Mr. R. Chellappan is interested in the resolution.

Item No. 10

The Board of Directors on 29th June 2009 and the Shareholders on 22nd August 2009 have given their consent for the appointment of Ms. Aarthi Balan, Daughter of Mrs. Vasantha Balan, Non-Executive Director of the Company to hold an office or place of profit in the Company as 'Senior Executive'.

The Board proposed to increase the remuneration payable to Ms. Aarthi Balan as follows:

Per Annum	Existing (Rs.)	Revised (Rs.)
Total remuneration	6,04,273	6,64,278

The proposed revision in remuneration will be within the limits prescribed under the provisions of Section 314 of the Companies Act 1956.

The Board accordingly recommends the resolution as set out in Item No. 10 of the Notice for approval of the members.

None of the Directors, except Mrs. Vasantha Balan is interested in the resolution.

By Order of the Board  
For SWELECT ENERGY SYSTEMS LIMITED

R. Chellappan  
Managing Director

Chennai  
29th May 2013

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**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting place)

Registered Folio: \_\_\_\_\_

DP Id & Client I.D. \_\_\_\_\_

No. of shares: \_\_\_\_\_

I hereby record my presence at the 18<sup>th</sup> Annual General Meeting of the Company on Wednesday the 24<sup>th</sup> July 2013 at 2:30 P.M. at Savera Hotel, No. 146, Dr. Radhakrishnan Road, Chennai – 600 004

Name of the attending member (in block letters).....

Name of the proxy .....

Member's/Proxy's Signature  
(To be signed at the time of handing over this slip)



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**PROXY FORM**

I/We..... of .....

..... a member / members of SWELECT ENERGY SYSTEMS LIMITED

hereby appoint ..... of ..... or failing him

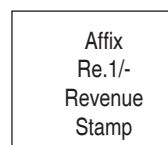
..... of ..... or failing him

..... of .....

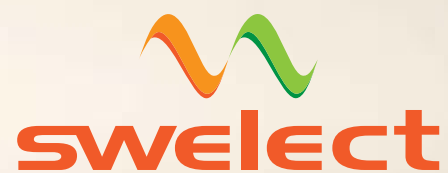
as my/our proxy to attend and vote for me/our behalf at the 18<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday the 24<sup>th</sup> July 2013 at 2.30 P.M. at Savera Hotel, No. 146, Dr. Radhakrishnan Road, Chennai – 600 004 and at any adjournment thereof.

Signature .....

Signed this..... day of..... 2013.



Note : The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.



## **SWELECT ENERGY SYSTEMS LIMITED**

(formerly known as 'Numeric Power Systems Limited')

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Stay powerful when sunshine. And thereafter

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## CORPORATE INFORMATION

### CHAIRMAN

Mr. V.M. SIVASUBRAMANIAM

### MANAGING DIRECTOR

Mr. R. CHELLAPPAN

### DIRECTORS

Mr. N. NATARAJAN

Mr. B.G. GIRI

Mrs. VASANTHA BALAN

Mrs. JAYASHREE NACHIAPPAN

### COMPANY SECRETARY

Mrs. J. BHUVANESWARI

### BANKERS

STATE BANK OF MYSORE  
Santhome and Industrial Finance Branch,  
Chennai.

BNP PARIBAS  
Chennai

STATE BANK OF INDIA  
Industrial Finance Branch, Chennai

THE HONGKONG AND SHANGHAI BANKING  
CORPORATION LIMITED  
Mylapore, Chennai

HDFC BANK Ltd.,  
Mylapore, Chennai

### AUDITORS

M/s. S.R. Batliboi & Associates, LLP,  
Chartered Accountants,  
Tidel Park, 6th & 7th Floor - A  
Block (Module 601,701-702) No.4,  
Rajiv Gandhi Salai, Taramani,  
Chennai - 600113

### REGISTERED OFFICE

'NUMERIC HOUSE'  
5, Sir P.S. Sivasamy Salai,  
Mylapore, Chennai – 600 004

### Plant Locations:

No	Location of Plant	Details of the plant
1	Coimbatore Kuppaepalayam SF No 166 & 169, Sembagoundan Pudur, No 51, Kuppepalayam Village, Coimbatore 641107	SWELECT 1 MW Solar Farm Plant
2	Naranapuram Village, Ponnapuram, Dharapuram Taluk, Tiruppur District	SWELECT 1.5 MW Wind Mill Power Unit -
3	58/3(14 D, D/1) Salem Main Road, Veerappampalayam PO Idappadi-637105, Salem District.	UNIT 3S

## DIRECTORS' REPORT

Our Valued Shareholders,

We have pleasure in presenting the Eighteenth Annual Report together with the Audited Accounts for the year ended March 31, 2013.

**SWELECT** is our new name. After the successful transfer of our UPS division to Legrand, France, we changed our Group name and logo as printed in this report and elsewhere in our communications. **SWELECT stands for - SOLAR WIND ELECTRONICS & SINE WAVE ELECTRICAL ENERGY SYSTEMS – An enterprise focused in Solar / Wind and Power Quality for Energy efficiency and Energy security.**

As valuable shareholders of SWELECT you are all aware that our company brings with it almost three decades of good experience in Power Electronics and Power Quality management. With our solid back drop of experience, We switched our focus in to the most promising future in Renewable Energy products and projects that would lead to Energy Security as the conventional energy resources start diminishing in the years to come.

### Financial Results:

The Abridged stand-alone financial results are as under:

(Rs. in Lakhs)

S.No.	Particulars	for the year ended 31/3/2013	for the year ended 31/3/2012
1	Sales / Income from operations	11084.72	56258.90
	Less: Taxes and duties	534.88	2794.69
2	Net Sales/Income from Operations	10549.84	53464.21
3	Other income	4729.31	529.62
	Total Income from Operations	15279.15	53993.83
4	Total Expenditure	11137.72	48969.31
5	Profit Before Depreciation, Interest & Tax	4141.43	5024.52
6	Interest	148.29	103.71
7	Depreciation	458.03	564.96
8	Profit Before Tax	3535.11	4355.85
9	Exceptional Item Income	61511.77	0
10	Tax Expense	13967.23	892.74
11	Profit After Tax	51079.65	3463.11
12	Transfer to General Reserve	14896.62	346.31
13	Interim Dividend	12127.01	0
14	Proposed Final Dividend	808.47	303.18
15	Tax on Dividend	2104.70	49.18
16	Balance Carried Forward	21142.85	2764.44
17	Equity Capital	1010.58	1010.58
18	Reserves and Surplus	62204.03	26164.56
19	EPS (Rs.)	505.45	34.27

Previous year's figures have been regrouped / reclassified wherever necessary.



### **Current Business and Growth of the Company**

In a very short time SWELECT gained its strength in the solar energy space with the status as a complete products company and a leading PV project implementer. We are a nearly full-fledged products company today with a wide range of SPV products and a leader in providing SPV Energy Solutions.

As an experienced Energy Systems Company, SWELECT successfully launched the Smart Grid projects and have over 10 sites of 100 KW installations to our credit in a short time. Across India we have over 1400 roof top installations and have commissioned successfully 2 sites of 1 MW SPV parks each under REC scheme and IREDA scheme.

SWELECT is manufacturing PV Inverters for standalone / off-grid configuration, range of Solar Charge Controllers, Solar junction boxes, Array Combiners and the balance of systems like Power DBs and Mounting Structures.

During the year under report SWELECT acquired 49% Equity with Board Control in HHV Solar Technologies Private Limited a branded Solar Module Manufacturing Company in Bangalore. HHV Solar has an installed capacity of 40 MW / year and has expansion possibility for additional 20 MW.

SWELECT is fully equipped for Roof top project integration and is also strong in establishing utility scale Mega Watt SPV projects and into Project Management and EPC Contracts.

### **Product Lines and project capabilities of SWELECT**

- **Solar PV Modules**
- **Solar Charge Controllers (PWM and MPPT)**
- **Solar Inverters (Standalone / off-grid)**
- **Solar On-grid Inverters**
- **Grid Interactive Inverter systems for Mini & Smart grid applications**
- **Complete range balance of Systems for SPV projects**
- **SPV Hybrid systems with Energy Storage**
- **Roof Top & Utility scale projects**

### **Dividend**

On 9<sup>th</sup> July 2012, the Board of Directors declared an interim dividend of Rs.120/- per equity share and was paid on 26<sup>th</sup> July 2012. The Directors have pleasure in now recommending Final Dividend of Rs.8/- per equity share, free of tax in the hands of the shareholders, subject to approval of the shareholders, thus making a total Dividend of Rs.128/- per equity share for the financial year ended 31.3.2013.

### **Awards during the year**

- ❖ Accreditation by MNRE (Ministry of New and Renewable Energy) as authorized channel partner for off-grid and decentralized solar applications under JNNSM (Jawaharlal Nehru National Solar Mission) scheme.
- ❖ Empanelment with Bureau of Energy Efficiency (BEE) as an Energy Service Provider
- ❖ No. 1 Solar Solution Provider (Integrator) company of the year 2012
- ❖ SD Award 2012 for Leadership in Roof Top Solar Installations

### **Management Discussion and Analysis Report**

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate Section forming part of the Annual Report.

### **Directors' Responsibility Statement**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for the year;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;  
and
- (iv) The directors have prepared the annual accounts on a going concern basis.

#### **Directors**

Mr. V.M. Sivasubramaniam and Mr. B.G. Giri, Directors retire by rotation and being eligible; offer themselves for reappointment at the ensuing Annual General Meeting.

Mrs Vasantha Balan who was appointed as an Additional Director on the Board of Directors of the Company with effect from 13.08.2012 and holds office upto the date of this Annual General Meeting. Due notice received from some members signifying their intention to propose Mrs. Vasantha Balan as a candidate for the office of Director of the Company. Accordingly the resolution is placed before the shareholders for approval.

Mrs Jayashree Nachiappan who was appointed as an Additional Director on the Board of Directors of the Company with effect from 13.08.2012 and holds office upto the date of this Annual General Meeting. Due notice received from some members signifying their intention to propose Mrs. Jayashree Nachiappan as a candidate for the office of Director of the Company. Accordingly the resolution is placed before the shareholders for approval.

#### **Cost Auditor**

The Company has appointed Cost Auditor for the financial year 2012-2013.

Particulars of Cost Auditor:

Name: G. Sooryanarayanan

Qualification: B.B.A. ACMA

Membership No.32174

Address: 6, Gangothri Flats, 87, Thambiah Road,  
West Mambalam, Chennai – 600 033

Due date for filing Cost Audit Report: 27.9.2013

#### **Statutory Information**

The information required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 will be provided on request. In terms of Section 219(1)(b)(iv) of the Act, the Report and the Accounts are being sent to the shareholders.

#### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings / Outgo**

Particulars as required under Section 217(1)(e) of the Companies Act, 1956 read with the (Companies Disclosure of Particulars in the Report of the Board of Directors) Rules, are annexed.

#### **Results of Subsidiary Companies**

Information relating to the following Subsidiary Companies for the year ended March 31, 2013 are attached to this Report.

Sl. No.	Name of the Subsidiary Company	Place of Incorporation
1	SWELECT Energy Systems Pte. Limited	Singapore
2.	Amex Alloys Private Limited	Coimbatore, India
3.	Amex Irons Private Limited	Coimbatore, India
4.	SWELECT Solar Energy Private Limited	Chennai, India
5.	BS Powertech Solutions Private Limited	Chennai, India
6.	HHV Solar Technologies Private Limited	Bengaluru, India

#### **Investment in SWELECT ENERGY SYSTEMS PTE LTD - Singapore**

During the year the Company has invested 11,091,500 shares of SGD 1 each in SWELECT ENERGY SYSTEMS PTE. LTD, Singapore.