

SWELECT ENERGY SYSTEMS LIMITED**CIN: L93090TN1994PLC028578**

Registered Office: "SWELECT HOUSE", No.5, Sir P.S.Sivasamy Salai,
Mylapore, Chennai - 600 004

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NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the **TWENTY FOURTH** Annual General Meeting of the members of **SWELECT ENERGY SYSTEMS LIMITED** will be held on Friday the 9th August 2019 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. Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and 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 standalone financial statements of the Company for the financial year ended March 31, 2019 together with 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, 2019 together with the report of the Auditors, be and are hereby considered and adopted.

2. Declaration of Dividend

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

RESOLVED THAT a dividend of Rs.2.50 per equity share [i.e. 25 % on the paid up equity share capital of Rs.10,10,58,400/- (Rupees Ten Core Ten Lakh 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 2nd August 2019.

3. Appointment of Mr. K. V. Nachiappan as a 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 Mr. K. V. Nachiappan (DIN: 00017182), whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company.

4. Appointment of Mrs. V. C. Mirunalini as a 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 Mrs. V. C. Mirunalini (DIN: 07860175), 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.

SPECIAL BUSINESS:**5. Remuneration payable to Executive Directors as per SEBI Regulation**

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

RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 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 the following Executive Directors who are promoters or members of promoter group, exceeding 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the remaining tenure of their respective appointment.

| Name of Executive Director | DIN | Designation | Date of commencement of Term of office | Date of expiration of the term | Date of General Meeting in which the remuneration was approved by Shareholders |
|----------------------------|----------|-------------------------|--|--------------------------------|--|
| Mr. R. Chellappan | 00016958 | Managing Director | 01.05.2015 | 30.04.2020 | 29.07.2015 |
| Mr. A. Balan | 00017091 | Joint Managing Director | 03.10.2015 | 02.10.2020 | 28.07.2016 |
| Mr. K.V. Nachiappan | 00017182 | Whole Time Director | 20.04.2018 | 19.04.2023 | 09.08.2018 |
| Mr. V.C. Raghunath | 00703922 | Whole Time Director | 28.07.2014 | 27.07.2019 | 28.07.2014 |
| Mrs. V.C. Mirunalini | 07860175 | Whole Time Director | 28.06.2017 | 27.06.2022 | 11.08.2017 |

RESOLVED FURTHER THAT the above approval is valid till the expiry of the term of appointment of the above Directors.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per the resolutions passed in the General Meeting shall remain unchanged.

6. Appointment of Mr. R. Chellappan as the Managing Director of the Company for a period of 5 years.

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

RESOLVED THAT pursuant to the provisions of section 149 read with sections 152, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (as amended from time to time) and the rules made thereunder, Mr. R. Chellappan (DIN: 00016958) be and is hereby re-appointed as the Managing Director of the Company for a period of 5 (Five) years with effect from 1st May 2020 to 30th April 2025, on the terms and conditions as specified below.

- 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.3,00,000/- per month or Rs.36,00,000/- per annum.
- In addition to (1) above, he will also be eligible for the following perquisites:-
 - Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
 - 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.
 - Telephone: Provision of a telephone at residence. Personal long distance calls shall be billed by the company. Mobile phone bill shall be paid by the Company.
 - Soft furnishing allowance / Entertainment Allowance / Daily Allowance / Recreation Allowance / Domestic Service Allowance, subject to a ceiling of Rs. 3,00,000/- per annum.
 - 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 @1% of the Net Profits of the Company will be paid.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 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, Managing Director, exceeding 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

7. Appointment of Mr. V. C. Raghunath as a Whole Time Director of the Company

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

RESOLVED THAT pursuant to the provisions of section 149 read with sections 152, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (as amended from time to time) and the rules made thereunder, Mr. V. C. Raghunath (DIN: 00703922) be and is hereby re-appointed as a Whole Time Director of the Company for a period of five years with effect from 28th July 2019 to 27th July 2024, on such terms and conditions as specified below.

1. Remuneration by way of Salary and Dearness allowance shall be in the scale of Rs.10,00,000/- to Rs.15,00,000/- per annum.
2. In addition to (1) above, he will also be eligible for the following perquisites:-
 - a) Contribution to Provident Fund
 - b) Gratuity payable not exceeding half a month's salary for each completed year of service.
 - c) Car expenses: Car expenses connected with the operations of the Company 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. Mobile phone bill shall be paid by the Company.
 - e) Reimbursement of medical Expenses for self and family as per the rules of the Company.
 - f) Leave travel concession and Leave encashment as per the rules of the Company.

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.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 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. V. C. Raghunath, Whole Time Director, exceeding 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

8. Appointment of Dr. S. Iniyan 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 Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Dr. S. Iniyan (DIN: 08355447), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2019, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from himself under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidature for the office of a Director of the Company, be and is hereby appointed as an independent Director of the Company up to 31st March 2024, and that his office shall not be subject to retirement by rotation.

9. Ratification of remuneration of Cost Auditors

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

RESOLVED THAT the Shareholders hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and

Auditors) Rules, 2014, (as amended) for approving recommendation of Audit Committee for remuneration at Rs.1,32,000/- (Rupees One Lakh Thirty Two Thousand Only) plus applicable tax and out of pocket expenses in connection with the Audit incurred by M/s. Ravichandran Bhagyalakshmi & Associates, (Firm Registration No.001253), Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31.03.2020.

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
Sd/-

R. Sathishkumar
Company Secretary

Chennai
28th May 2019

NOTES:

1. The related Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all the material facts concerning item No(s) 5 to 9 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 Shareholders 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 of the Company will remain closed from 3rd August 2019 to 9th August 2019 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 within 15 days from the date of AGM (ie. on or before August 24, 2019) to those Members whose names appear on the Company's Register of Members on 2nd August 2019.
8. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government.

In terms of the IEPF Rules, on 26.09.2018, the Company has transferred Rs.1,05,438/- (Rupees One Lakh Five Thousand Four Hundred Thirty Eight Only) towards unpaid / unclaimed dividend amount in respect of the financial year 2010-2011 to the Investor Education and Protection Fund (IEPF).

As per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are also required to be transferred to the Investor Education and Protection Fund (IEPF) Authority.

The Company has sent out individual communication to the shareholders whose dividend remains unclaimed for seven consecutive years, and published an advertisement in the newspapers, inviting such shareholders to claim their dividend. Since there were no communication received from the Shareholders, the Company had transferred 5820 & 450 Equity Shares to the Investor Education and Protection Fund Authority vide Corporate Action taken on 15.6.2018 and 8.10.2018 pertaining to dividend declared for the financial years 2009-10 and 2010-11 respectively.

The summary of shares transferred to Investor Education and Protection Fund Authority vide Corporate Action is furnished below:

| Based on Dividend declared for the Financial Year | No. of shares transferred | Date of Corporate Action |
|---|---------------------------|--------------------------|
| 2008-2009 | 5170 | 04-12-2017 |
| 2009-2010 | 5820 | 15-06-2018 |
| 2010-2011 | 450 | 08-10-2018 |
| Total: | 11440 | |

In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the last AGM i.e. August 9, 2018, on the website of IEPF viz. www.iepf.gov.in and under “Investors” section on the website of the Company.

However, the Shareholders may approach the Nodal Officer of the Company to claim the above unclaimed Dividend amount and Shares which were transferred to IEPF Authority. The Contact details of the Nodal officer are furnished in the website of the Company under Investors page.

The summary of the unpaid dividend for the past years and the dates on which the outstanding amount shall be transferred to Investor Education and Protection Fund are given in the table below.

| Year | Type of Dividend | Dividend per Share Rs. | Date of declaration | Due date for transfer | Unclaimed Amount Rs. (As on 31.03.2019) |
|-----------|------------------|------------------------|---------------------|-----------------------|--|
| 2011-2012 | Final | 3.00 | 21.07.2012 | 24.08.2019 | 47,340.00 |
| 2012-2013 | Interim | 120.00 | 09.07.2012 | 13.08.2019 | 18,71,640.00 |
| 2012-2013 | Final | 8.00 | 24.07.2013 | 28.08.2020 | 2,04,912.00 |
| 2013-2014 | Final | 9.00 | 28.07.2014 | 01.09.2021 | 2,66,481.00 |
| 2014-2015 | Final | 2.50 | 29.07.2015 | 05.09.2022 | 82,240.00 |
| 2015-2016 | Interim | 3.00 | 14.03.2016 | 19.04.2023 | 1,02,195.00 |
| 2015-2016 | Final | 1.00 | 28.07.2016 | 02.09.2023 | 43,203.00 |
| 2016-2017 | Final | 4.00 | 11.08.2017 | 16.09.2024 | 1,83,456.00 |
| 2017-2018 | Final | 4.00 | 09.08.2018 | 07.09.2025 | 1,35,660.00 |

9. Members who have not claimed their dividend for the financial year ended 2011-2012 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 2011-2012 in the website of the company and the shareholders can view the details at www.swelectes.com under investors page.
10. In order to make 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 such as Details of PAN and Bank to M/s. Cameo Corporate Services Limited. Those holding shares in Demat form are requested to update their records with Depository Participants in this respect.
11. Electronic copy of the Annual Report for the year 2018-19 and the Notice of the 24th Annual General Meeting (AGM) are being sent to all Shareholders 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 Shareholders who have not registered their email address, physical copies of the Annual Report for the year are being sent in the permitted mode. These Shareholders are requested to register their E-mail IDs with the DP/Registrar. Annual Report and the Notice of the AGM are available in the Company's website viz., www.swelectes.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at “SWELECT HOUSE”, No.5, Sir P.S.Sivasamy Salai, Mylapore, Chennai - 600004 between 11.00 A.M. and 5.00 P.M. on all working days up to the date of the AGM.
12. Pursuant to section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is required to provide Shareholders the facility to cast their vote by electronic means. The detailed instructions for Remote e-voting are annexed to this Notice.
13. Location /Road map layout of the AGM Hall is given at the last page of the Notice.

Annexure to Notice

Explanatory statement pursuant to section 102 of the Companies Act 2013.

The following statement sets out the material facts relating to special business mentioned in the accompanying Notice and shall be taken as forming part of the notice.

Item No. 5

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013.

The applicability of the above amendment is effective from 1st April 2019 and in order to comply with the above listing regulations, it is necessary to obtain approval of the Shareholders by passing a Special Resolution.

No Director, Key Managerial Personnel or their relatives, except Mr. R. Chellappan, Managing Director, Mr. A. Balan, Joint Managing Director, Mr. K.V. Nachiappan, Mr. V.C. Raghunath and Mrs. V. C. Mirunalini, Whole Time Directors, to whom the resolution relates, is interested or concerned in the resolution.

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

Item No.6

At the Annual General Meeting held on 29th July 2015, Mr. R. Chellappan, was appointed as Managing Director of the Company for a period of five years with effect from 1st May 2015. The term of his appointment will expire on 30th April 2020 and pursuant to the proviso of Section 196(2) of the Companies Act, 2013, the reappointment may be made within one year before the expiry of the term.

Mr. R. Chellappan has been on the Board from the date of inception and has rich experience in various areas of operation of the Company. Under his leadership, the Company maintains the No.1 position in specific market verticals.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 28th May 2019 after taking into consideration the above and his leadership skills, performance of business, various strategic and growth initiatives contemplated and being pursued, and other criteria, decided that his continued association with the Company will be of immense benefit to the Company and approved the re-appointment of Mr. R. Chellappan, as the Managing Director for a period of five year with effect from May 1, 2020 to 30th April 2025 as per the terms and conditions as set out in the resolution, subject to the approval of the shareholders.

Since Mr. R. Chellappan will be completing seventy years of age in May 2023, it is necessary in terms of the proviso to Section 196(3)(a) of Companies Act, 2013 to seek approval of shareholders, by way of a special resolution, for his re-appointment as Managing Director and accordingly the Board of Directors recommends this special resolution for approval.

Mr. R. Chellappan, is the father of Mr. V. C. Raghunath and Mrs. V. C. Mirunalini, Whole Time Directors of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. V. C. Raghunath and Mrs. V. C. Mirunalini, to whom the resolution relates, is interested or concerned in the resolution.

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

Item No.7

At the Annual General Meeting held on 28th July 2014, Mr. V. C. Raghunath was appointed as a Whole Time Director of the Company for a period of five years with effect from 28th July 2014. The term of his appointment will expire on 27th July 2019.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 28, 2019, had re-appointed Mr. V. C. Raghunath, as a Whole Time Director for a period of five year with effect from July 28, 2019 to July 27, 2024 as per the terms and conditions as set out in the resolution, subject to the approval of the shareholders.

Mr. V. C. Raghunath is the Son of Mr. R. Chellappan, Managing Director and brother of Mrs. V. C. Mirunalini, Whole Time Director of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. R. Chellappan and Mrs. V. C. Mirunalini, to whom the resolution relates, is interested or concerned in the resolution.

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

Item No.8

Dr. S. Iniyan (DIN: 08355447), was appointed as an Additional Director of the Company with effect from 1.4.2019 and he was also appointed as an Independent Director of the Company for a term of five years from 1st April 2019 to 31st March 2024, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company. Dr. S. Iniyan has fulfilled the conditions as specified in Section 149(6) of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from him proposing himself as a candidature for the office of Independent Director, to be appointed under the provisions of Sections 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Dr. S. Iniyan to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Dr. S. Iniyan, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and applicable SEBI Regulations.

The resolution seeks the approval of Shareholders for the appointment of Dr. S. Iniyan, as an independent director of the Company up to March 31, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

No Director, Key Managerial Personnel or their relatives, except Dr. S. Iniyan, is interested or concerned in the resolution.

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

Item No.9

On the recommendation of the Audit Committee, the Board, at its meeting held on 28.05.2019, appointed M/s.Ravichandran Bhagyalakshmi & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020. The Board also approved the remuneration of Rs. 1,32,000/- (Rupees One Lakh Thirty Two Thousands Only) plus out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

No Director, Key Managerial Personnel or their relatives, is interested or concerned in the resolution.

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

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT

1. Brief profile of Mr. K. V. Nachiappan and nature of his expertise in specific functional areas:

| | |
|---|--|
| Age & Date of Birth | 53 years, 30.09.1965 |
| Qualification | Qualified Engineer in Electrical & Electronics and a rank holder from Bharathiar University. |
| Experience | <ul style="list-style-type: none"> ▪ Member of Institute of Electrical & Electronics Engineers (IEEE) ▪ 30 Years in Electrical and Power Electronics Industry. <p><u>Shanti Electricals, Bangalore:</u> 1988 - 1990: Site Engineer for Electrical Projects</p> <p><u>Hi-Power Electronics Private Limited:</u> 1991 - 1993: Director</p> <p><u>Numeric Power Systems Limited</u> 1994-2005: Product Development, UPS Manufacturing, and Country Manager for 3ph Technical and Field support.</p> <p><u>Socomec - Numeric UPS Pvt. Limited</u> 2006 -2007: Country Sales Manager - responsible for sales of 3ph UPS</p> <p><u>Numeric Power Systems Limited</u> 2007 - 2012: Head - 3 Phase UPS Division</p> <ul style="list-style-type: none"> ▪ Overall responsibility for the 3 Phase UPS Division, which includes marketing, sales, and after sales functions for the Country. <p><u>Novateur Electrical and Digital Systems Pvt. Limited</u> 2013-2018: Head: Marketing and R&D Responsible for implementing key marketing initiatives such as market analysis, new product launches and is also heading the research & development activities.</p> |
| Terms and conditions of appointment & Remuneration | Re-appointment on the basis of retire by rotation. There is no change in the existing remuneration as approved by shareholders at the AGM held on 09.8.2018. |
| Date of first appointment on the Board | 20.04.2018 |
| Shareholding in the Company | Own: 1,10,232 Equity Shares Held by/for other persons on a beneficial basis: Nil |
| Inter-se relationship with other Directors | Husband of Mrs. Jayashree Nachiappan, Non-Executive Director. |
| Number of Board meetings attended during the year | 6 |
| Directorships held in other Companies | Nil |
| Chairmanship/ Membership in Committees of the other Board | Nil |

2. Brief profile of Mrs. V. C. Mirunalini and nature of her expertise in specific functional areas:

| | |
|---|--|
| Age & Date of Birth | 34 years, 08.12.1984 |
| Qualification | <ul style="list-style-type: none"> BE (Electrical and Electronics Engineering) from College of Engineering, Chennai – May 2006 Master of Science (Electrical Engineering, Electric Power and Power Electronics) from Texas A&M University, USA – Aug 2008 |
| Experience | <ul style="list-style-type: none"> 9 Years in the Power Electronics and Solar Industry 1 Year with Texas A&M University, USA as Research Assistant |
| Portfolio | <ul style="list-style-type: none"> Head of Module Manufacturing factory (100 MW SPV Module Plant, HHV Solar Modules, Bangalore), handling daily operational activities, sourcing and marketing Sourcing of the Products, Product design, validation and design support and monitoring the projects Solar Water Pumping – sourcing, product evaluation, certification and launch into the market Works on specialised projects such key CSR Activities and key customer relationship management Technical support for the projects and the procurement / sourcing team Bangalore Regional Office management Contribute to the development of the marketing strategy Operational and customer support Support in design, engineering and technical management for EPC of MW range of Solar projects |
| Achievements | <ul style="list-style-type: none"> IEEE Member, Power Electronics Society and invited twice as reviewer for selection of papers Ranked among top 2 percent in the qualifying Exam for professional courses (2002), India Ranked 6th (out of 100) in Department of Electrical and Electronics Engineering, Anna University Release of a very unique Hybrid Energy Monitoring System that is compatible with all kinds of installation upto 10 kW. This helps in measuring the energy saved, the cost saved and the carbon footprint that was avoided. Design and Development of Solar Power Converters to suit the Indian Market conditions and for export market. Study and Analysis of cost reduction and optimisation methods in the Solar system installation to enable better power availability at optimal price for the customer. Release of High MPPT Efficiency Solar Charge controller at 12 – 120 V, 3 kW capacities suitable for all range of Solar Inverters. Release of Bidirectional Inverter (with grid feed-in), first of its kind to be designed and developed completely in India. |
| Terms and conditions of appointment & Remuneration | Re-appointment on the basis of retire by rotation. There is no change in the existing remuneration as approved by shareholders at the AGM held on 11.08.2017. |
| Date of first appointment on the Board | 28.06.2017 |
| Shareholding in the Company | Own: 43,838 shares Held by/for other persons on a beneficial basis: Nil |
| Inter-se relationship with other Directors | Daughter of Mr. R. Chellappan, Managing Director and Sister of Mr. V. C. Raghunath, Whole Time Director of the Company. |
| Number of Board meetings attended during the year | 4 |
| Directorships held in other Companies | SWELECT Power Systems Private Limited |
| Chairmanship/ Membership in Committees of the other Board | Nil |

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

| | |
|---------------------|---|
| Age & Date of Birth | 66 years, 08 th May 1953 |
| Qualification | <ul style="list-style-type: none"> DEE and qualified Engineer in Electrical and Electronics from Thiagarajar Polytechnic College, Salem – April 1972 BE (EEE) from Coimbatore Institute of Technology with University rank – Nov 1979 An active Senior Member of Institute of Electrical & Electronics Engineers Inc. – USA (IEEE) over 20 years. |
| Experience | <ul style="list-style-type: none"> 34 Years in Power Electronics – Started the company in 1984 8 Years with Sri Ramakrishna Steel Industries Ltd, Coimbatore 5 Years with Ashok Leyland Ltd, Chennai |
| Credentials | <ul style="list-style-type: none"> One of the Founder Members / Trustee of National Solar Energy Federation of India (NSEFI), South Chapter Appointed as chairman of IEEE – Madras Chapter, PELS society One of the RE Council Member of Confederation of Indian Industry (CII) Bonafide member of MAIT – Manufacturers' Associate for Information Technology Member of KSMBOA – Karnataka Small & Medium Business Owner's Association. Key member of the board of studies in the faculty of Electrical Engineering of Anna University, Chennai. Key member of the Board of Research Studies (BORS) in Periyar University, Salem Received special achievement award from the Hon'ble Governor of Tamil Nadu for being one of Elite group of ten outstanding entrepreneurs in the field of IT and ITES "TRAIL BLAZERS – PATH FINDERS 2011" - a recognition and appreciation for the efforts of entrepreneurs who are part of the competitive IT and ITES Industry and whose contribution to the growth of the economy has been significant. In November 2013, awarded the winner of the TIECon Award 2013 as "The Entrepreneur of the Year 2013". |
| Achievements | <ul style="list-style-type: none"> Started the company (in 1984) with a team of just six members, and then builded the company to a 2600 employees (in 2012) across its branches in India and overseas. In May 2012, Numeric transferred the UPS division to Novateur Electrical & Digital Systems Pvt Ltd, a wholly owned subsidiary of LEGRAND S.A. FRANCE under a BTA (Business Transfer Agreement). In Aug 2012, SWELECT was empanelled by BEE (Bureau of Energy Efficiency) as ESCO (Energy Service Company). In Dec 2012, SWELECT was recognized as the No.1 Solar Solution Provider (Integrator) company of the Year 2012. In Dec 2012, SWELECT was adjudged as SD Awards 2012 for Leadership in Roof Top Solar Installations. In Jan 2013, SWELECT got a CRISIL rating of SP1A (highest for Technical and Financial Superiority) and was accredited by MNRE as the authorized Channel Partner for Off-grid and Decentralized Solar PV systems under JNNISM scheme. Amex Alloys was awarded as Export Excellence Award for FY(12-13) In May 2015, SWELECT was accredited by MNRE as "Empanelled Inverter Manufacturer" under Off-Grid and Decentralized Solar application programme Was adjudged by KSMBOA – Business Excellence & Achievement Awards 2015 as "SME Excellence Award in Quality in SOLAR RENEWABLE sector". SWELECT was recognized as SD's No.1 off Grid / Roof Top Solar PV power solution provider for the years 2013 to 2017, consequent 5 years |