

February 27, 2017

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

Scrip Code: 532051

Dear Sir / Madam,

Sub: Notice of Postal Ballot/Remote E-voting pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance to our letter dated 10th February 2017 intimating the decision of the Board for seeking the approval of the Members of the Company through Postal Ballot, we enclose herewith the Postal Ballot Notice and the Postal Ballot Form, dispatched to the Members today, for considering the approval for the following matters by way of Special Resolutions.

1. Alteration of the Capital Clause of the Memorandum of Association of the Company pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras.
2. Alteration of the Main Objects Clause of the Memorandum of Association of the Company pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras.
3. Alteration of the Articles of Association of the Company pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras.
4. Reclassification of the Authorised Share Capital of the Company and amend the Memorandum of Association of the Company to effect the above change.
5. Adoption of the new Articles of Association of the Company in conformity with the Companies Act, 2013.

The Postal Ballot/remote e-voting begins on 28th February 2017 (9:00 Hours IST) and ends on 29th March 2017 (17:00 Hours IST). The last date for receipt of Postal Ballot/remote e-voting shall be on Wednesday, 29th March 2017 at 17:00 Hours IST. Any form received after the closing hours of the said date will be considered as though no reply has been received from the Member. The remote e-voting facility shall be disabled by Central Depository Services (India) Limited (CDSL) thereafter. The voting rights of the members/Beneficial owners for this Postal Ballot shall be reckoned based on the equity shares held by them as on 17th February 2017 (cut-off Date).

Kindly note that the result of the Postal ballot would be announced on Thursday, March 30 2017. The result would also be displayed at the Notice Board of the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website www.swelectes.com and the website of CDSL.

Kindly take the above information on record.

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


R. SATHISH KUMAR
COMPANY SECRETARY

Encl.: As above





SWELECT ENERGY SYSTEMS LIMITED

CIN: L93090TN1994PLC028578

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

Tel: +91 44 24993266, Fax: +91 44 2499 5179

Email: cg.ird@swelectes.com, Website: www.swelectes.com

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / remote electronic voting (remote e-voting).

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons therefor is annexed hereto. The said Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed M/s.P. Eswaramoorthy and Company, Company Secretaries as the Scrutinizer for conducting the Postal Ballot and the remote electronic voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 17:00 Hours IST on Wednesday the 29th March 2017, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with the provision of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is also offering remote e-voting facility as an alternate mode of voting to all the Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Members are requested to follow the procedure as stated in this notice for casting of votes by remote e-voting. The Members have both the options of voting i.e. by remote e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or remote e-voting. If you are opting for remote e-voting, then do not vote through Postal Ballot Form and vice versa. In case Members cast their vote by postal ballot and remote e-voting, then voting done through valid remote e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots and remote e-voting. The results of the postal ballot will be announced by the Chairman or any other Director authorized by him, on Thursday, the 30th March 2017 (17:00 Hours IST) at the Registered Office of the Company at "SWELECT House", No.5, Sir P.S.Sivasamy Salai, Mylapore, Chennai - 600004. The results would be displayed at the Registered Office of the Company, intimated to Central Depository Services (India) Limited (CDSL) and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website www.swelectes.com.

The Resolutions, if passed by requisite majority, shall be deemed to have been passed on 29th March 2017, the last date specified for receipt of duly completed postal ballot forms and remote e-voting.

SPECIAL BUSINESS:

Item No. 1

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

To consider and, if thought fit, to pass the following resolution as a 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."

Item No. 2

Alteration of Main Objects Clause in the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a 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, 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.

Item No. 3

Alteration of the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a 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.”

Item No. 4

Reclassification of the Authorised Share Capital of the Company

To consider and, if thought fit, to pass the following resolution as a 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.”

Item No. 5

Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a 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.

By Order of the Board
For SWELECT Energy Systems Limited

Sd/-
R. Sathishkumar
Company Secretary

Place : Chennai
Date :10.02.2017

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the Special Resolutions to be passed through Postal Ballot/Remote E-voting, is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on February 17, 2017. The Postal Ballot Notice is being sent to Members in electronic

form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.

3. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 17, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. All the documents referred to in the accompanying notice and Explanatory Statement are open for inspection during office hours (9:00 Hours IST to 17:30 Hours IST) on all working days, from the date of dispatch of postal ballot notice until the last date for receipt for votes by postal ballot / remote e-voting.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

INSTRUCTIONS FOR ELECTRONIC VOTING (REMOTE E-VOTING)

Start Date: Tuesday, 28th February 2017

Last Date: Wednesday, 29th March 2017

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members.

The detailed process, instructions and manner for availing remote e-voting facility is provided herein below:

The remote e-voting period commences on 28th February 2017 (9:00 Hours IST) and ends on 29th March 2017 (17:00 Hours IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 17, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

We request you to kindly read the instructions printed below and exercise your vote through internet between 28th February 2017 (9:00 Hours IST) and 29th March 2017 (17:00 Hours IST).

The instructions for members for voting electronically are as under:-

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

Now, fill up the following details in the appropriate boxes:

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

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

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

XV. Note for Non – Individual Shareholders and Custodians

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

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

XVII. For any queries or issues regarding remote e-voting, you may also contact our Registrar and Share Transfer Agents M/s. Cameo Corporate Services Limited, No.1, Club House Road, Chennai – 600 002. Name of contact person: Mr. P. Muralidharan, Assistant Manager, email id: murali@cameoindia.com, Tel: +91 44 28460390

Mobile app m-Voting:

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

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

At the Meeting held on 16.12.2015, the Board of directors of the Company decided to amalgamate the Company’s Wholly Owned Subsidiary namely HHV Solar Technologies Limited (Transferor Company) with the Company (Transferee Company- SWELECT Energy Systems Limited) in order to ensure better management of the Company as a single unit and also that the amalgamation would considerably reduce the administrative and the operational costs.

Accordingly, the Transferor Company (HHV Solar Technologies Limited) filed the Scheme of Amalgamation along with the application and various required documents with the Hon’ble High Court of Madras through their legal counsel.

After various hearings, the Hon’ble High Court has sanctioned the Scheme of Amalgamation vide their Order dated 18.10.2016 and issued a Certified True Copy of the same on 9.12.2016. The Company submitted a copy of the said Court Order to the Stock Exchanges, Registrar of Companies and also posted the same on the Company’s website.

As per the sanctioned Scheme of Amalgamation, the Authorized Share Capital of the Transferor Company shall stand combined with the Authorized Share Capital of the Transferee Company.

Prior to the Amalgamation, the **Authorized Share capital of HHV Solar Technologies Limited (Transferor Company) is Rs.27,00,00,000/-** (Rupees Twenty Seven Crores only) comprising of Rs. 4,35,00,000/- (Rupees Four Crores thirty Five lakhs only) divided into 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 and the **Authorized Share capital of SWELECT Energy Systems Limited (Transferee Company) is Rs.20,00,00,000/-** (Rupees Twenty Cores Only) divided into 2,00,00,000 equity shares of Rs.10/- (Rupees Ten only) each.

Consequent to the sanction of the Scheme of Amalgamation by the Hon'ble High Court of Madras, the Authorized Share Capital of HHV Solar Technologies Limited shall stand combined with Authorized Share Capital of SWELECT Energy Systems Limited and accordingly the Clause V of Memorandum of Association of the Company shall stand altered 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."

The Board recommends the resolution set forth in Item No.1 for the approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, in the resolution.

Item No. 2

Alteration of Main Objects Clause III (A) in the Memorandum of Association of the Company

Consequent to the Amalgamation of HHV Solar Technologies Limited (Transferor Company) with SWELECT Energy Systems Limited (Transferee Company), the Main object Clauses 1 and 2 of the Memorandum of Association of the Transferor Company shall stand combined with the Main objects of the Transferee Company.

Accordingly, the Main Object Clauses 1 and 2 of the Memorandum of Association of the transferor Company shall stand combined by inserting new sub-clauses 11 to 12 immediately after the existing sub-clause 10 under Clause III(A) of the Memorandum of Association of the transferee Company.

The Main Object Clauses 3 and 4 of the Memorandum of Association of the Transferor Company shall also be combined with the Main Objects of the transferee Company to empower its business activity. Accordingly, the Main Objects of the transferee Company shall stand combined by inserting new sub-clauses 13 to 14 immediately after the sub-clause 12 under Clause III(A) of the Memorandum of Association of the transferee Company.

The Board recommends the resolution set forth in Item No.2 for the approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, in the resolution.

Item no.3

Alteration of the Articles of Association of the Company

Consequent to the Amalgamation of HHV Solar Technologies Limited (Transferor Company) with SWELECT Energy Systems Limited (Transferee Company), the Capital Clause (Clause 3) of the Articles of Association of the transferee Company shall stand 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."

The Board recommends the resolution set forth in Item No.3 for the approval of the Members.

None of the Directors / Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.4

Reclassification of the Authorised Share Capital of the Company

The Authorized Capital of the Company as per the Sanctioned Scheme of Amalgamation 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.

The Board at its meeting held on 10.02.2017, resolved to reclassify the 2,26,50,000 10% Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) each as 2,26,50,000 Equity Shares of Rs.10/- (Rupees Ten only) each.

Consequent to the reclassification, the Existing Authorized Equity Share Capital of the Company stand altered as Rs.47,00,00,000/- (Rupees Forty Seven Crores only) divided into 4,70,00,000 Equity Shares of Rs.10/- (Rupees Ten only) each.

The Board recommends the resolution set forth in Item No.4 for the approval of the Members.

None of the Directors / Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.5

Alteration of the Articles of Association of the Company

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956. The existing AOA are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. It is therefore considered expedient to replace the existing AOA with a new set of AOA. The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013.

The proposed draft AOA is being uploaded on the Company's website www.swelectes.com for information of the shareholders and is also kept available at the registered office of the Company for inspection during office hours (9:00 Hours IST to 17:30 Hours IST) on all working days, from the date of dispatch of postal ballot notice until the last date for receipt for votes by postal ballot / remote e-voting.

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

None of the Directors / Key Managerial Personnel or their relatives are concerned or interested in the resolution.

By Order of the Board
For SWELECT Energy Systems Limited

Sd/-
R. Sathishkumar
Company Secretary

Place : Chennai
Date :10.02.2017



SWELECT ENERGY SYSTEMS LIMITED

CIN: L93090TN1994PLC028578

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

Tel: +91 44 24993266, Fax: +91 44 2499 5179

Email: cg.ird@swelectes.com, Website: www.swelectes.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole / :
First named Shareholder

2. Name(s) of the Joint Holder(s), if any :

3. Regd. Folio No. / DP ID & Client ID No.* :
(* For shares held in demat form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot/ Remote E- Voting of the Company, dated 10th February 2017 by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing a tick (✓) mark in the appropriate box below:

Resolution No.	Particulars	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	To alter the Capital Clause of the Memorandum of Association of the Company pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras – Special Resolution			
2.	To alter the Main Objects Clause of the Memorandum of Association of the Company pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras – Special Resolution			
3.	To alter the Articles of Association of the Company pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Madras - Special Resolution			
4.	To reclassify the Authorised Share Capital of the Company and amend the Memorandum of Association of the Company to effect the above change - Special Resolution			
5.	To adopt the new Articles of Association of the Company in conformity with the Companies Act, 2013 — Special Resolution			

Place:

Date:

Signature of Shareholder /
POA holder/Authorised Representative

Note : The last date for receipt of Postal Ballot Forms by the Scrutinizer is Wednesday, 29th March 2017 upto 17:00 Hours IST.
Please read the instructions printed overleaf carefully before exercising your vote.

----- ✂ ----- ✂ ----- ✂ -----
Electronic Voting Particulars

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD
170221007	Folio No. / DP ID & Client ID No.	Please enter the Existing password or enter the PAN No. with Date of Birth / BANK A/c No.

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT FORM

Start Date: Tuesday, 28th February, 2017

Last Date: Wednesday, 29th March, 2017

1. Shareholders desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postal prepaid business reply envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form.
2. The votes should be cast either assent (FOR) or dissent (AGAINST) by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid.
3. A self-addressed postage prepaid business reply envelope is being attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
4. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
5. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature was already registered with Registrar/ Depository and it should be accompanied by a certified copy of Board Resolution/ Authorisation together with the specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a shareholder of the company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office. If the board resolution / authorization is already registered with the Company, please quote the registration number beneath the signature.
7. The Duly Completed Postal Ballot Form should reach the Scrutinizer not later than closing hours (till 17:00 Hours IST) on Wednesday, the 29th March 2017. Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on February 17, 2017.
9. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
10. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint share holders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
11. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may write to our Registrar and Share Transfer Agents M/s. Cameo Corporate Services Limited, No.1, Club House Road, Chennai - 600 002. Name of contact person: Mr. P. Muralidharan, Assistant Manager, email id: murali@cameoindia.com, Tel: +91 44 28460390.
12. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

