

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L93090TN1994PLC028578

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN2366F

(ii) (a) Name of the company

SWELECT ENERGY SYSTEMS LI

(b) Registered office address

SWELECT HOUSE, No.5 SIR P.S.Sivasamy Salai
Mylapore
Chennai
Tamil Nadu
600004

(c) *e-mail ID of the company

CO*****ES.COM

(d) *Telephone number with STD code

04*****66

(e) Website

www.swelectes.com

(iii) Date of Incorporation

12/09/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	The National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

29/07/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

4

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	77.09
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	20.06
3	G	Trade	G2	Retail Trading	1.55
4	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	1.3

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

13

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NOEL MEDIA & ADVERTISING P	U40300TN2006PTC061718	Subsidiary	100
2	SWELECT GREEN ENERGY SOLU	U31100TN2010PTC078425	Subsidiary	100
3	SWELECT POWER SYSTEMS PRI	U31103TN2012PTC084184	Subsidiary	100
4	SWELECT SUN ENERGY PRIVAT	U40105TN2020PTC140431	Subsidiary	73.99
5	SWELECT HHV SOLAR PHOTOV	U40100TN2021PTC143219	Subsidiary	100
6	SWELECT RENEWABLE ENERGY	U40105TN2021PTC144248	Subsidiary	73.99
7	SWELECT RE POWER PRIVATE L	U40106TN2022PTC151590	Subsidiary	83.37
8	SWELECT TAIYO ENERGY PRIVA	U40107TN2022PTC156303	Subsidiary	73.98
9	SWELECT CLEAN ENERGY PRIV	U35105TN2023PTC161159	Subsidiary	73.85
10	ESG SOLAR ENERGY PRIVATE L	U35105TN2024PTC166545	Subsidiary	100
11	SWELECT SUSTAINABLE ENERC	U35106TN2024PTC167260	Subsidiary	100
12	SWELECT ENERGY SYSTEMS PT		Subsidiary	100
13	SWELECT Inc.		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	47,000,000	15,158,760	15,158,760	15,158,760
Total amount of equity shares (in Rupees)	470,000,000	151,587,600	151,587,600	151,587,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares without differential voting rights				
Number of equity shares	47,000,000	15,158,760	15,158,760	15,158,760
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	470,000,000	151,587,600	151,587,600	151,587,600

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	65,641	15,093,119	15158760	151,587,600	151,587,600	
Increase during the year	0	0	0	77,570	77,570	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify				77,570	77,570	
Dematerialization						
Decrease during the year	0	0	0	77,570	77,570	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				77,570	77,570	
Dematerialiazation						
At the end of the year	65,641	15,093,119	15158760	151,587,600	151,587,600	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE409B01013

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,413,042,000

(ii) Net worth of the Company

7,627,389,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,367,873	55.2	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	45	0	0	
10.	Others TRUST	176,400	1.16	0	
	Total	8,544,318	56.36	0	0

Total number of shareholders (promoters)

13

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,302,624	34.98	0	
	(ii) Non-resident Indian (NRI)	760,780	5.02	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	9,779	0.06	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	439,733	2.9	0	
10.	Others Clearing Members 44 + IEP	101,526	0.67	0	

	Total	6,614,442	43.63	0	0
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Total number of shareholders (other than promoters) 23,892

**Total number of shareholders (Promoters+Public/
Other than promoters)** 23,905

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	9TH FLOOR, TOWER A BLOCK, WEST	14/03/2013	MU	8,859	0.06
QUADRATURE CAPITAL	9TH FLOOR, TOWER A BLOCK, WEST	05/11/2020	KY	206	0
SOMERVILLE TRADING	9TH FLOOR, TOWER A BLOCK, WEST	27/06/2013	US	714	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	13	13
Members (other than promoters)	14,694	23,892
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	5	1	5	1	0	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	6	5	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHELLAPPAN RAMAS	00016958	Managing Director	7,397,860	
BALAN ARTHANARI	00017091	Whole-time director	469,499	
SUNDARAM ANNADU	00137561	Director	150	
RAGHUNATH VENKA	00703922	Whole-time director	58,515	
MIRUNALINI VENKAT	07860175	Whole-time director	71,008	
NACHIAPPAN KONGA	00017182	Whole-time director	165,348	
JAYASHREE NACHIAI	03173327	Director	1,375	
GNANASEKAR SUKUI	05284689	Director	15	
KRISHNAN SUDARSA	07163629	Director	0	
INIYAN SELVARAJAN	08355447	Director	0	
RAVI MUTHUSAMY	08066520	Director	0	
SATHISHKUMAR RAJ	BAUPK5335D	Company Secretar	0	
RAMESH NARAYANA	AWIPN3693C	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KRISHNAN SUDAR	07163629	Director	31/03/2024	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	26/07/2023	15,075	73	59.8

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2023	11	11	100
2	12/08/2023	11	11	100
3	30/09/2023	11	11	100
4	11/10/2023	11	10	90.91
5	08/11/2023	11	11	100
6	09/12/2023	11	11	100
7	27/01/2024	11	9	81.82
8	09/02/2024	11	11	100
9	14/03/2024	11	11	100
10	28/03/2024	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

27

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/05/2023	3	3	100
2	Audit Committee	12/08/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
3	Audit Committee	11/10/2023	3	3	100
4	Audit Committee	08/11/2023	3	3	100
5	Audit Committee	24/01/2024	3	3	100
6	Audit Committee	09/02/2024	3	3	100
7	Audit Committee	28/03/2024	3	3	100
8	Nomination and Remuneration	27/05/2023	3	3	100
9	Nomination and Remuneration	11/08/2023	3	3	100
10	Nomination and Remuneration	08/11/2023	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/07/2024
								(Y/N/NA)
1	CHELLAPPAN	10	10	100	14	14	100	Yes
2	BALAN ARTH	10	9	90	11	11	100	Yes
3	SUNDARAM /	10	10	100	9	9	100	Yes
4	RAGHUNATH	10	9	90	13	13	100	Yes
5	MIRUNALINI V	10	10	100	0	0	0	Yes
6	NACHIAPPAN	10	10	100	1	1	100	Yes
7	JAYASHREE	10	10	100	12	12	100	Yes
8	GNANASEKA	10	10	100	12	12	100	Yes
9	KRISHNAN SI	10	9	90	4	4	100	Yes
10	INIYAN SELV	10	10	100	0	0	0	Yes
11	RAVI MUTHU	10	10	100	0	0	0	Yes

X. * REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHELLAPPAN RAM	Managing Director	0	1,651,000	0	600,000	2,251,000
2	BALAN ARTHANAF	Whole-time Director	3,000,000	413,000	0	1,058,000	4,471,000
3	NACHIAPPAN KON	Whole-time Director	2,700,000	413,000	0	663,000	3,776,000
4	RAGHUNATH VEN	Whole-time Director	1,966,000	165,000	0	320,000	2,451,000
5	MIRUNALINI VENK	Whole-time Director	1,890,000	165,000	0	283,000	2,338,000
	Total		9,556,000	2,807,000	0	2,924,000	15,287,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SATHISHKUMAR R	Company Secretary	1,713,000	0	0	0	1,713,000
2	RAMESH NARAYA	Chief Financial Officer	2,076,000	0	0	0	2,076,000
	Total		3,789,000	0	0	0	3,789,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNDARAM ANNA	Independent Director	0	0	0	355,000	355,000
2	GNANASEKAR SU	Independent Director	0	0	0	370,000	370,000
3	KRISHNAN SUDAF	Independent Director	0	0	0	225,000	225,000
4	INIYAN SELVARAJ	Independent Director	0	0	0	250,000	250,000
5	RAVI MUTHUSAM	Independent Director	0	0	0	250,000	250,000
6	JAYASHREE NACH	Non-Independent Director	0	0	0	370,000	370,000
	Total		0	0	0	1,820,000	1,820,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

R. KANNAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3363

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ARTHANA
RI BALAN
Digitally signed by
ARTHANARI BALAN
Date: 2024.09.25
19:02:55 +05'30'

DIN of the director

0*0*7*9*

To be digitally signed by

BHUVANES
WARI
JAYARAMAN
Digitally signed by
BHUVANESWARI
JAYARAMAN
Date: 2024.09.25
19:03:56 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

2*1*3

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Attach

Attach

Attach

Attach

Committee Meeting details.pdf
NPSsht.pdf
BR for CS appointment.pdf
MGT-8.pdf
Certified Order for amalgamation.pdf
BR change in designated person and FII D

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company