

General information about company

Scrip code	532051
NSE Symbol	SWELECTES
MSEI Symbol	NOTLISTED
ISIN	INE409B01013
Name of the entity	SWELECT ENERGY SYSTEMS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed ? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SUNDARAM ANNADURAI	AAGPA6898N	00137561	Non-Executive - Independent Director	Chairperson		31-07-1949	NA		28-06-2017	28-06-2017		39	1	1	1	0		
2	Mr	CHELLAPPAN GOUNDER	AACPC5070G	00016958	Executive Director	Not Applicable	MD	08-05-1953	NA		12-09-1994	01-05-2020			1	0	0	0		

		RAMASAMY																		
3	Mr	BALAN ARTHANARI	AEDPB0538H	00017091	Executive Director	Not Applicable		10-05-1953	NA		03-10-2015	03-10-2015			1	0	0	0		
4	Mr	NACHIAPPAN KONGANAPURAM VENKATESAN	ABWPN7227K	00017182	Executive Director	Not Applicable		30-09-1965	NA		20-04-2018	20-04-2018			1	0	1	0		
5	Mr	RAGHUNATH VENKATAGIRI CHELLAPPAN	AJRPR3760L	00703922	Executive Director	Not Applicable		11-07-1981	NA		11-11-2013	28-07-2019			1	0	0	0		
6	Mrs	JAYASHREE NACHIAPPAN	AAFPJ3283P	03173327	Non-Executive - Non Independent Director	Not Applicable		15-12-1966	NA		13-08-2012	13-08-2012			1	0	2	0		
7	Mr	GNANASEKAR SUKUMAR SAMUEL	AASPS4434L	05284689	Non-Executive - Independent Director	Not Applicable		31-05-1951	NA		03-10-2015	03-10-2015	60	2	2	0	2			
8	Mr	KRISHNAN SUDARSANAM	AAKPK9127A	07163629	Non-Executive - Independent Director	Not Applicable		01-06-1961	NA		23-07-2018	01-04-2019	26	1	1	0	0			

I. Composition of Board of Directors

Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	MIRUNALINI VENKATAGIRI CHELLAPAN	AOBPM7488M	07860175	Executive Director	Not Applicable		08-12-1984	NA		28-06-2017	28-06-2017			1	0	0	0		
10	Mr	INIYAN SELVARAJAN	AAEPI8209H	08355447	Non-Executive - Independent Director	Not Applicable		28-05-1961	NA		01-04-2019	01-04-2019		18	1	1	0	0		

Text Block

Textual Information(1)	Mr. A. Balan, was re-appointed as Whole Time Director (Joint Managing Director) of the Company for a period of five years w.e.f. 03.10.2020 by the Shareholders at the Annual General Meeting held on 10.9.2020. The system is not accepting the above date of reappointment since which is beyond the quarter end date i.e. 30.9.2020. Hence mentioned the initial date of appointment.
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05284689	GNANASEKAR SUKUMAR SAMUEL	Non-Executive - Independent Director	Chairperson	10-05-2018		
2	00137561	SUNDARAM ANNADURAI	Non-Executive - Independent Director	Member	10-05-2018		
3	03173327	JAYASHREE NACHIAPPAN	Non-Executive - Non Independent Director	Member	05-08-2013		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05284689	GNANASEKAR SUKUMAR SAMUEL	Non-Executive - Independent Director	Chairperson	10-05-2018		Textual Information(1)
2	07163629	KRISHNAN SUDARSANAM	Non-Executive - Independent Director	Member	01-04-2019		
3	03173327	JAYASHREE NACHIAPPAN	Non-Executive - Non Independent Director	Member	03-10-2015		

Sr Text Block	
Textual Information(1)	Mr. G. S. Samuel, inducted as a member of the Committee with effect from 10.5.2018 and became Chairman of the Committee with effect from 1.4.2019

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05284689	GNANASEKAR SUKUMAR SAMUEL	Non-Executive - Independent Director	Chairperson	01-04-2019		

2	00017182	NACHIAPPAN KONGANAPURAM VENKATESAN	Executive Director	Member	01-04-2019		
3	03173327	JAYASHREE NACHIAPPAN	Non-Executive - Non Independent Director	Member	05-11-2012		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016958	CHELLAPPAN GOUNDER RAMASAMY	Executive Director	Member	01-04-2008		
2	00703922	RAGHUNATH VENKATAGIRI CHELLAPPAN	Executive Director	Member	06-02-2014		
3	03173327	JAYASHREE NACHIAPPAN	Non-Executive - Non Independent Director	Member	06-02-2014		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00137561	SUNDARAM ANNADURAI	Non-Executive - Independent Director	Chairperson	01-04-2019		

2	00016958	CHELLAPPAN GOUNDER RAMASAMY	Executive Director	Member	06-02-2014		
3	00703922	RAGHUNATH VENKATAGIRI CHELLAPPAN	Executive Director	Member	06-02-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1		08-07-2020			Yes	10	4
2		20-08-2020	42		Yes	10	4

Text Block

Textual Information(1)	<p>SEBI vide circular No.(s) SEBI/HO/CFD/CMD1/CIR/P/2020/38 and SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated March 19, 2020 and June 24, 2020 respectively had provided for extension of time line for the submission of financial results for the quarter/half year/ financial year ended 31st March, 2020 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) due to the ongoing impact of the CoVID-19 Pandemic for a period up to 31.7.2020.</p> <p>Further, SEBI, vide circular No.(s) SEBI/HO/CFD/CMD1/CIR/P/2020/38 and SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated March 19, 2020 and June 26, 2020, 2020 respectively relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees of listed entities, as required under Regulation 17(2) and 18 (2) (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) for a period up to 31.7.2020.</p> <p>Also, MCA vide General Circular No. 11/2020 dated 24.3.2020 had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees as per Section 173 of the Companies Act, 2013 for a period up to 30th September 2020 by extended a period to 180 days, instead of 120 days.</p> <p>Therefore, based on the above circulars received from both SEBI and MCA, there was no Board Meeting held during the quarter ended 30.06.2020.</p>
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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	08-07-2020				Yes	3	2
2	Audit Committee	20-08-2020				Yes	3	2
3	Nomination and remuneration committee	08-07-2020				Yes	3	2
4	Nomination and remuneration committee	03-08-2020				Yes	3	2
5	Corporate Social Responsibility Committee	07-07-2020				Yes	3	1

Text Block

Textual Information(1)	<p>SEBI vide circular No.(s) SEBI/HO/CFD/CMD1/CIR/P/2020/38 and SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated March 19, 2020 and June 24, 2020 respectively had provided for extension of time line for the submission of financial results for the quarter/half year/ financial year ended 31st March, 2020 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) due to the ongoing impact of the CoVID-19 Pandemic for a period up to 31.7.2020.</p> <p>Further, SEBI, vide circular No.(s) SEBI/HO/CFD/CMD1/CIR/P/2020/38 and SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated March 19, 2020 and June 26, 2020, 2020 respectively relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees of listed entities, as required under Regulation 17(2) and 18 (2) (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) for a period up to 31.7.2020.</p> <p>Also, MCA vide General Circular No. 11/2020 dated 24.3.2020 had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees as per Section 173 of the Companies Act, 2013 for a period up to 30th September 2020 by extended a period to 180 days, instead of 120 days.</p> <p>Therefore, based on the above circulars received from both SEBI and MCA, there were no Committee Meetings held during the quarter ended 30.06.2020.</p>
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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes

4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	R SATHISHKUMAR
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)	The report of the previous quarter was placed at the Board Meeting held on 20.08.2020 and there were no comments or observations. This report will be placed in the ensuing Board Meeting for comments/observation/advice of the Board Members
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Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			Textual Information(1)	

Text Block

Textual Information(1)	The Company had not included the Business Responsibility Report in the Annual Report for the financial year 2019-20 as mentioned in the serial no.1 as the same is applicable for only top one	
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	thousand listed entities based on market capitalization calculated as on March 31 of every financial year.	
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Annexure III		
1	Name of signatory	R SATHISHKUMAR
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	R SATHISHKUMAR
Designation of person	Company Secretary and Compliance Officer
Place	ERODE (Camp)
Date	14-10-2020