

July 5, 2024

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

Scrip Code: 532051

**National Stock Exchange of India Limited**  
**Listing Department**  
**Registered Office: “Exchange Plaza”,**  
**C-1, Block G, Bandra – Kurla Complex,**  
**Bandra (E), Mumbai – 400 051.**

Scrip Code: SWELECTES

Dear Sir / Madam,

Sub: Submission of Notice of the 29<sup>th</sup> Annual General Meeting (AGM) and Annual Report of the Company for the Financial Year 2023-24.

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of the Company for the financial year 2023-24 and Notice of 29<sup>th</sup> Annual General Meeting (AGM) scheduled to be held on Monday 29<sup>th</sup> July 2024 at 3:30 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The Annual Report and Notice of 29<sup>th</sup> AGM have been sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participants/ RTA and are also available on the website of the Company [www.swelectes.com](http://www.swelectes.com) under investors' page. The weblinks of the same are given below.

**AGM Notice** :<https://swelectes.com/wp-content/uploads/2024/07/AGM-Notice-23-24.pdf>

**Annual Report**:<https://swelectes.com/wp-content/uploads/2024/07/Annual-Report-23-24.pdf>

Particulars	Details
Date and Time of AGM	Monday, July 29, 2024 at 3.30 P.M. IST
Cut-off Date for E-voting	Monday, July 22, 2024
Book closure dates for AGM and Dividend (final and special Dividend)	Closed from Tuesday, July 23, 2024 to Monday, July 29, 2024
Record Date	Monday, July 22, 2024
E-Voting Start date and time	Thursday, July 25, 2024, 9.00 A.M. IST
E-Voting end date and time	Sunday, July 28, 2024, 5.00 P.M. IST

We request you to kindly take on record the above compliance.

Thanking you,

Yours faithfully,

**For SWELECT ENERGY SYSTEMS LIMITED**

**R. SATHISHKUMAR**  
**Company Secretary & Compliance Officer**

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 / 24679600, Fax: +91 44 24995179

Email: [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com) Website: [www.swelectes.com](http://www.swelectes.com)

### **NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING**

Notice is hereby given that the **TWENTY NINTH Annual General Meeting (AGM)** of the members of **SWELECT ENERGY SYSTEMS LIMITED** will be held on Monday the 29<sup>th</sup> July, 2024 at 3:30 P.M. IST through Video Conferencing (VC) facility or Other Audio-Visual Means (OAVM) to transact the following businesses:

#### **ORDINARY BUSINESS:**

**1. Adoption of the audited financial statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024 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, 2024 together with the report of the Auditors be and are hereby considered and adopted.

**2. Declaration of Final Dividend and Special Dividend**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** a final dividend of ₹ 3/- (Rupees Three Only) per equity share and a special dividend of Re.1/- (Rupee One only) on the paid-up equity share capital of the Company, as recommended by the Board of Directors be and are hereby declared and the same be paid to the shareholders, who holds shares as on 22<sup>nd</sup> July, 2024.

**3. Appointment of Mr. K V Nachiappan (DIN: 00017182) as a Director, liable to retire by rotation**

To consider and if thought fit, to pass 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 Ms. Jayashree Nachiappan (DIN: 03173327) as a Director, liable to retire by rotation**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** Ms. Jayashree Nachiappan (DIN: 03173327), 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. Re-appointment of Mr. V. C. Raghunath (DIN: 00703922) as a Whole Time Director 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 149 read with sections 152, 196, 197, 198, 203, Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, and based on the recommendation

of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member in terms of Section 160(1) of the Act, Mr. V. C. Raghunath (DIN: 00703922), be and is hereby re-appointed as a Whole Time Director of the Company for a period of 5 (Five) years with effect from 28<sup>th</sup> July, 2024 to 27<sup>th</sup> July, 2029 and the remuneration for a period from 28<sup>th</sup> July, 2024 to 27<sup>th</sup> July, 2027, be paid to Mr. V. C. Raghunath on the terms and conditions as specified below be and is hereby approved.

1. Remuneration by way of Salary, Dearness allowance and House Rent allowances not to exceed ₹ 26,92,900/- per annum.
2. In addition, Mr. V. C. Raghunath will be eligible for the following: -
  - 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 and personal long-distance calls shall be billed by the Company. Mobile phone bill shall be paid by the Company.
  - e. Reimbursement of medical Expenses of ₹1,00,000/- per annum for self and family.
  - f. Leave travel concession and Leave encashment as per the rules of the Company.
3. Commission @ 0.10% per annum of the Net Profits of the Company as per section 198 of the Companies Act, 2013.
4. The period of his office shall be liable to retire by rotation.

**Note:**

- (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 schedule V of the Companies Act, 2013.
- (iii) Use of Car and telephone shall be dealt with as per the applicable provisions under the Income Tax Rules, 1962.
- (iv) Net Profits shall be calculated as per section 198 of the Companies Act, 2013

**RESOLVED FURTHER THAT** in the event of absence of profits or inadequacy of profits in any financial year, Mr. V. C. Raghunath, shall be entitled to receive remuneration including perquisites, etc., up to the limit as approved by the members herein above. However, the approval for payment of remuneration shall be in accordance with the limits as specified under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within the limit as approved by the members.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) 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 profits of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**6. Revision of remuneration of Mr. R Chellappan,(DIN:00016958) Managing Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** in partial modification of the resolution passed at the 27<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> July, 2022 for fixing the terms and conditions of remuneration payable to Mr. R Chellappan, Managing Director (DIN:00016958) and pursuant to the provisions of Sections 197 and 198, read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Shareholders of the Company be and is hereby accorded for the following revision/variation in the remuneration of Mr. R Chellappan, (DIN:00016958) Managing Director of the Company, for the period from 1<sup>st</sup> April, 2024 to 30<sup>th</sup> April, 2025 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

- 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 ₹ 3,35,000/- per month or ₹ 40,20,000/- per annum.

**RESOLVED FURTHER THAT** the other terms and conditions of appointment of Mr. R Chellappan, Managing Director, as approved by the Shareholders of the Company at the Annual General Meeting held on 28<sup>th</sup> July, 2022 will remain the same.

**RESOLVED FURTHER THAT** in the event of absence of profits or inadequacy of profits in any financial year, Mr. R Chellappan, shall be entitled to receive remuneration up to the limit as approved by the members herein above and perquisites and allowances as approved by the members at the Annual General Meeting held on 28<sup>th</sup> July, 2022 for the period from 1<sup>st</sup> May, 2023 to 30<sup>th</sup> April, 2025. However, the approval for payment of remuneration shall be in accordance with the limits as specified under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** subject to the provisions of the Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and conditions within, the limit approved by the members.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) 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 profits of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**7. Re-appointment of Mr. R Chellappan (DIN:00016958), as Managing Director of the Company for a period of 5 years**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 149 read with sections 152, 196, 197, 198, 203, Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member in terms of Section 160(1) of the Act, Mr. R Chellappan, (DIN:00016958) be and is hereby re-appointed as Managing Director of the Company for a period of

5 (Five) years with effect from 1<sup>st</sup> May, 2025 to 30<sup>th</sup> April, 2030 and the remuneration for a period from 1<sup>st</sup> May, 2025 to 30<sup>th</sup> April, 2028 be paid to Mr. R Chellappan on the terms and conditions as specified below:

1. 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 ₹ 3,35,000 /- per month or ₹ 40,20,000/- per annum.
2. In addition to (1) above, Mr. R. Chellappan, will also be eligible for the following perquisites:-
  - a. Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
  - b. 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.
  - c. 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.
  - d. Soft furnishing allowance/Entertainment Allowance/Daily Allowance/Recreation Allowance/Domestic Service Allowance, subject to a ceiling of ₹ 3,00,000/- per annum.
  - e. Reimbursement of actual Medical Expenses for Self and Family.
3. Commission: In addition to the above, commission @1% of the Net Profits of the Company will be paid.

**Note.**

- 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 Schedule V of the Companies Act, 2013.
- iii. Use of Car and telephone shall be dealt with as per applicable provisions under the Income Tax Rules, 1962.
- iv. Net Profits shall be calculated as per section 198 of the Companies Act, 2013

**RESOLVED FURTHER THAT** in the event of absence of profits or inadequacy of profits in any financial year, Mr. R. Chellappan, shall be entitled to receive remuneration including perquisites, etc., up to the limit as approved by the members herein above. However, the approval for payment of remuneration shall be in accordance with the limits as specified under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within the limit approved by the members.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) 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 profits of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**8. Revision of remuneration to Mr. A Balan, (DIN: 00017091) Whole Time Director (Joint Managing Director) 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 197,198 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions,

if any, of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, payment of remuneration to Mr. A. Balan, (DIN:00017091), Whole Time Director of the Company for a period from 1<sup>st</sup> April, 2024 to 2<sup>nd</sup> October, 2025 on the following terms and conditions be and is hereby approved.

1. 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 ₹ 3,00,000 /- per month or ₹ 36,00,000 /- per annum.
2. In addition to (1) above, Mr.A Balan will also be eligible for the following perquisites:-
  - a. Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
  - b. 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.
  - c. 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.
  - d. Soft furnishing allowance/Entertainment Allowance/Daily Allowance/Recreation Allowance/Domestic Service Allowance, subject to a ceiling of ₹ 3,00,000/- per annum.
  - e. Reimbursement of actual medical expenses for self and family.
  - f. Security guard Charges up to ₹ 3,50,000/- per annum exclusive of Tax.
3. Commission: In addition to the above, commission @ 0.25% of the Net Profits of the Company, not exceeding ₹ 10,00,000/- per annum, will be paid.
4. The period of his office shall be liable to retire by rotation.

**Note:**

- 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 Schedule V of the Companies Act, 2013.
- iii. Use of Car and telephone shall be dealt with as per the applicable provisions under the Income Tax Rules 1962.
- iv. Net Profits shall be calculated as per section 198 of the Companies Act, 2013

**RESOLVED FURTHER THAT** in the event of absence of profits or inadequacy of profits in any financial year, Mr. A Balan, shall be entitled to receive remuneration including perquisites, etc., up to the limit as approved by the members herein above. However, the approval for payment of remuneration shall be in accordance with the limits as specified under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within the limit approved by the members.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) 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. A Balan, Whole Time Director exceeding 5% of the net profits of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**9. Revision of remuneration to Mr. K V Nachiappan, (DIN: 00017182) Whole Time Director 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 197, 198 and Schedule V of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, payment of remuneration to Mr. K V Nachiappan, (DIN:00017182), Whole Time Director of the Company for a period from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2026 on the following terms and conditions be and is hereby approved.

1. 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 ₹ 2,50,000 /- per month or ₹ 30,00,000 /- per annum before Tax Deductions at Source (TDS).
2. In addition to (1) above, Mr. K V Nachiappan will also be eligible for the following perquisites:-
  - a. Leave Travel Concession: For self and Family once in a year as per the rules of the Company.
  - b. 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.
  - c. 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.
  - d. Soft furnishing allowance/Entertainment Allowance/Daily Allowance/Recreation Allowance/Domestic Service Allowance, subject to a ceiling of ₹ 3,00,000/- per annum.
  - e. Reimbursement of actual medical expenses for self and family.
3. Commission: In addition to the above, commission @ 0.25% of the Net Profits of the Company, not exceeding ₹ 10,00,000/- per annum, will be paid.
4. The period of his office shall be liable to retire by rotation.

**Note:**

- 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 Schedule V of the Companies Act, 2013.
- iii. Use of Car and telephone shall be dealt with as per the applicable provisions under the Income Tax Rules 1962.
- iv. Net Profits shall be calculated as per section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of absence of profits or inadequacy of profits in any financial year, Mr. K V Nachiappan, shall be entitled to receive remuneration including perquisites, etc., up to the limit as approved by the members herein above. However, the approval for payment of remuneration shall be in accordance with the limits as specified under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within the limit approved by the members.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) along with the provisions of Sections 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. K V Nachiappan, Whole Time Director exceeding 5% of the net profits of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

#### **10. Ratification of remuneration of Cost Auditors**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** 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, (including any statutory modification(s) and amendment(s) thereto or re-enactments thereof for the time being in force) the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable tax and out of pocket expenses in connection with the Audit, payable to 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<sup>st</sup> March, 2025, as approved by the Board be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### **11. Approval for the borrowing powers of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013, ('Act') and all other applicable provisions, if any, of the Act, as amended from time to time, and the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") or Committee of the Board of Directors to borrow from time to time any sum or sums of money as may be required for the purpose of the business of the Company on such terms and conditions and with or without the security as the Board may think fit, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time exceed an amount of ₹ 750 crore (Rupees Seven Hundred and Fifty Crore only) and that the Board be and is hereby empowered and authorised to decide on the terms and conditions in relation to such borrowings from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/ agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in respect of the borrowing(s) aforesaid.

#### **12. Authorisation to create charge on properties of the Company, both present and future**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act, as amended from time to time, and the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") or Committee of the Board of Directors to create charge, pledge, mortgage and hypothecate in addition to existing charge, pledge, mortgage and hypothecations already created by the Company, in such form, manner, ranking and at such time and on such terms and conditions as the Board may deem fit in the interest of the Company, on all or any of the immovable and/ or movable properties of the Company, both present and future, and / or any other assets or properties, either tangible or intangible, of the Company and / or the whole or any part of the undertaking(s) in favour of the Lender(s) for securing the borrowing



availed or to be availed by the Company by way of loan, subject to the limits approved by the members under Section 180 (1) (c) of the Act together with the interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s) or any other document, entered into/to be entered into between the Company and the Lender(s) in respect of the said loan(s)/borrowing(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in respect of creating mortgages / charges as aforesaid.

**13. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SWELECT SUSTAINABLE ENERGY PRIVATE LIMITED**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and Company's Policy on Related Party Transaction(s), approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for the material related party transaction(s) to be entered with SWELECT SUSTAINABLE ENERGY PRIVATE LIMITED, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for Sale and Purchase of goods/materials and services/Engineering, Procurement and Construction (EPC) projects and Leasing of properties, Loans & Advances,(Inter- corporate Deposits) on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 150 Crore (Rupees One hundred and fifty Crore only) during the financial year 2024-2025.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things including delegation of such authority and take such steps as may be necessary, desirable or expedient and to give effect to the aforesaid resolution and for matters connected therewith or incidental thereto.

**By Order of the Board  
For SWELECT ENERGY SYSTEMS LIMITED**

**Sd/-**

**R. Sathishkumar**  
Company Secretary

Chennai  
24<sup>th</sup> May, 2024

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) has permitted companies, vide General Circular No.9/2023 dated 25<sup>th</sup> September, 2023 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023, to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-visual Means (OAVM). In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 29<sup>th</sup> AGM of the Company will be convened and conducted through VC or OAVM. The deemed venue for the 29<sup>th</sup> AGM will be "SWELECT HOUSE", No.5, Sir P. S. Sivasamy Salai, Mylapore, Chennai - 600 004.
2. The Company has enabled the Members to participate at the 29<sup>th</sup> AGM through VC facility provided by Central Depository Services (India) Limited (CDSL). The instructions for participation by Members are given in the INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING which is annexed in this notice. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. As per the provisions under the MCA Circulars, Members attending the 29<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction for Electronic Voting. Such remote e-voting facility is in addition to voting that will take place at the 29<sup>th</sup> AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be eligible to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. The 29<sup>th</sup> AGM of the Company is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 29<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate Members are required to access the link [www.evotingindia.com](http://www.evotingindia.com) and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> July, 2024 to 29<sup>th</sup> July, 2024 both days inclusive, for determining the name of Members eligible for payment of dividend on equity shares and attending AGM. The record date for AGM and Dividend is Monday, 22<sup>nd</sup> July, 2024.
9. In line with the MCA Circulars, the notice of the 29<sup>th</sup> AGM along with the Annual Report 2023-2024 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please be noted that this Notice and Annual Report 2023-2024 will also be made available on the Company's website link at <https://www.swelectes.com/investors/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). However, as per circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.5.2022 issued by SEBI the Company shall send hard copy of full Annual Report to those shareholders who request for the same.
10. **a) Mandatory furnishing of PAN, KYC and Nomination by holders of physical securities:**

Holders of physical securities shall furnish the PAN, KYC, Bank account and Nomination details with the RTA as per the Forms ISR-1, ISR-3 / ISR-13 provided in the Company's website link <https://swelectes.com/wp-content/uploads/2023/05/FORMS-TO-UPDATE-INVESTORS-DETAILS-1.pdf>

Registrar and transfer agents (RTA):

Cameo Corporate Services Limited

“Subramanian Building”, No.1, Club House Road, Chennai – 600 002. Telephone: 044-4002 0700

Online Investor Portal: <https://wisdom.cameoindia.com>, Website: [www.cameoindia.com](http://www.cameoindia.com)

**b) Compulsory linking of PAN and Aadhaar by all Investors:**

The investors are requested to link their PAN with Aadhaar number, as notified by Central Board of Direct Taxes and SEBI.

11. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should furnish the MICR, IFSC Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
12. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be made available for inspection by the Members electronically during the 29<sup>th</sup> AGM.
13. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to special businesses to be transacted at the 29<sup>th</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 29<sup>th</sup> July, 2024. Members seeking to inspect such documents can send an email to [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com).
14. The Board of Directors of the Company ('the Board') at the Meeting held on 24<sup>th</sup> May, 2024 have recommended a Final Dividend of ₹ 3/-per Equity Share and a Special Dividend of ₹ 1/-per equity share for the financial year ended 31<sup>st</sup> March, 2024, subject to declaration of the same by the Members at the ensuing 29<sup>th</sup> Annual General Meeting of the Company and such Dividend, if declared, will be paid on 9<sup>th</sup> August, 2024 to those Members whose names appear on the Company's Register of Members and as per the data provided by the depositories NSDL and CDSL as on 22<sup>nd</sup> July 2024.
15. Pursuant to the Income-tax Act, 1961, dividend income, is taxable in the hands of the shareholders, and the Company will be deducting tax at source (TDS), as applicable, from the dividend amount payable to you.

• **Resident Shareholders**

TDS will be deducted @ 10% on the amount of dividend payable where a valid Permanent Account Number (PAN) has been furnished by the resident shareholders to their respective Depository Participants (in case shares are held in dematerialised form) or to the RTA of the Company (in case shares are held in certificate form).

TDS will be deducted @ 20% i.e. at twice the applicable rate on the amount of dividend payable where the resident shareholders:

- have not furnished valid PAN; or
- have not linked PAN with their Aadhaar, where applicable. or
- are considered to be 'Specified Person' under Section 206AB of the Income Tax Act, 1961.

Shareholders who are yet to furnish their PAN to their respective Depository Participants / RTA are therefore requested to do so immediately.

No TDS, however, will be deducted from dividend payable to: Individual Shareholders, if:-

- the amount of dividend payable by the Company during a financial year in the aggregate does not exceed ₹ 5,000/-

or

- their income is below the taxable limit and declaration is received by the Company/RTA from the shareholders in Form 15G (for individuals up to age of 60 years) or in Form 15H (for individuals above the age of 60 years).

- **Non-Resident Shareholders**

TDS will be deducted @ 20% (plus applicable surcharge and cess) or the Tax Treaty Rate, whichever is lower, on the amount of dividend payable to Foreign Portfolio Investors, Foreign Institutional Investors and other non-resident shareholders.

For availing the benefit of Tax Treaty Rate, the shareholders will be required to submit necessary documents to the Company/RTA complete in all respects.

- **General instructions / information**

- Submission of Tax Exemption Forms / documents for availing the benefit of Tax Treaty Rate, as applicable.

(i) The Tax Exemption Forms from resident shareholders and Forms & Documents from non-resident shareholders for availing the benefit of Tax Treaty Rate, as stated above, may be sent to Company on or before 23<sup>rd</sup> July, 2024 through e-mail at [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com) /by post / courier at SWELECT HOUSE, No.5, Sir P.S. Sivasamy Salai, Mylapore, Chennai – 600 004 within the stipulated time period.

(ii) The consideration of the aforesaid documents, including application of beneficial Tax Rate, where applicable, will depend on the adequacy and completeness of such documents submitted by the shareholders and review of the same to the satisfaction of the Company. Documents received after 23<sup>rd</sup> July, 2024 and / or incomplete documents will not be considered.

(iii) In the event the benefit of lower tax on dividend cannot be provided by the Company due to non-receipt / late receipt of the Tax Exemption Forms or the Forms & Documents, shareholders will still have an option to claim appropriate refund, if eligible, at the time of filing their income tax returns. No claim shall lie against the Company for taxes once deducted.

(iv) In the event the dividend income as on the Record Date, i.e. 22<sup>nd</sup> July, 2024 is assessable to tax in the hands of a person other than the registered shareholder (viz., the shares are held by a clearing member, broker etc. on behalf of the actual beneficial owner), such registered shareholder (i.e. the said clearing member, broker etc.) is required to furnish to the Company on or before 23<sup>rd</sup> July, 2024, a declaration containing the name, address, residential status and PAN of the actual beneficial owner to whom TDS credit is to be given, and reasons for giving credit to such person. No request in this regard will be considered by the Company after 23<sup>rd</sup> July, 2024.

16. The Members holding shares in Physical or Electronic mode may also upload the scan copy of Form 15G/15H by accessing the web link of our Registrar & Transfer Agent <https://investors.cameoindia.com> to get exemption from the deduction of tax.

17. Pursuant to Sections 124 and 125 of the Companies Act, 2013, all dividends which remain unclaimed and unpaid for a period of seven years from the date they became due for payment were required to be transferred to the Investor Education and Protection Fund established by the Central Government.

In terms of the IEPF Rules, the Company has transferred the following unclaimed dividend amount to the Investor Education and Protection Fund (IEPF)

Date of transfer to IEPF	Dividend for the Financial Year	Nature of Dividend	Amount transferred (₹)
15 <sup>th</sup> September, 2023	2015-2016	Final	37,167/-

Pursuant to Rule 5 of (Accounting, Audit, Transfer and Refund) Rules 2016, the Company has also uploaded the information in respect of unclaimed dividends as on the date of the financial year ended 31<sup>st</sup> March, 2023, on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under the “Investors” section on the website of the Company.

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 an 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 1169 Equity Shares to the Investor Education and Protection Fund Authority vide Corporate Action on 28<sup>th</sup> September, 2023 pertaining to dividend declared for the financial year 2015-2016.

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

The Members who have not claimed their Final dividend so far for the financial year 2016-2017 or any subsequent financial years are requested to lodge their claims with the Company. The due date for transfer of the unclaimed Final dividend for the financial year 2016-2017 is 15<sup>th</sup> September, 2024. Members who have not claimed their dividend are requested to write to the company and claim their dividend, before the due date.

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

<b>Dividend declared for the Financial Year</b>	<b>No. of shares transferred</b>	<b>Date of Corporate Action</b>
2008-2009	5170	04.12.2017
2009-2010	5820	15.06.2018
2010-2011	450	08.10.2018
Allotment of Bonus shares (1:2) on account of shares already transferred to IEPF	5720	29-08-2019
2011-2012	NIL	NA
2012-2013	3125	07.10.2020
2013-2014	1861	12.10.2021
2014-2015	702	04.10.2022
2015-2016 (Interim Dividend)	1100	17.05.2023
2015-2016 (Final)	1169	28.09.2023
<b>Total</b>	<b>25117</b>	

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 ₹	Date of declaration	Due date for transfer to IEPF	Unclaimed Amount ₹ (As on 31.03.2024)
2016-2017	Final	4.00	11.08.2017	15.09.2024	1,55,808.00
2017-2018	Final	4.00	09.08.2018	13.09.2025	76,680.00
2018-2019	Final	2.50	09.08.2019	13.09.2026	55,515.00
2019-2020	Unclaimed amount on sale of fraction shares (Distributed ₹ 57.17 per share out of consideration arising on sale of 3960 fraction shares) arising out of allotment of Bonus shares made on 26 <sup>th</sup> August, 2019			19.11.2026	1,200.57
2019-2020	Interim	1.25	15.02.2020	22.03.2027	46,376.25
2019-2020	Final	0.75	10.09.2020	16.10.2027	26,221.75
2020-2021	Final	3.00	26.07.2021	31.08.2028	92,328.00
2021-2022	Final	3.00	28.07.2022	31.08.2029	92,439.00
2022-2023	Final	1.20	26.07.2023	31.08.2030	40,896.62

18. Members who have not claimed their dividend for the financial year 2016-2017 and/or any subsequent years are requested to write to the Company giving necessary details along with claimant's proof of identity and address or submit their queries with regard to dividend through online investor portal of RTA at <https://wisdom.cameoindia.com>. In this connection the Company has placed the names of such persons who have not claimed dividend from FY 2016-2017 to FY 2021-2022 in the website of the company and the shareholders can view the details at [www.swelectes.com](http://www.swelectes.com) under investors' page.
19. In case of any queries regarding the Annual Report, the Members may write to company email ID [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com) or submit their queries through online investor portal of RTA at <https://wisdom.cameoindia.com>.
20. As the 29<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.

## **Annexure to Notice**

### **Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

#### **Item No. 5**

Mr. V. C. Raghunath was re-appointed as a Whole Time Director of the Company for a period of five years with effect from 28<sup>th</sup> July, 2019. The term of his appointment will expire on 27<sup>th</sup> July, 2024.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 24<sup>th</sup> May, 2024, had re-appointed Mr. V. C. Raghunath, as a Whole Time Director for a period of five years with effect from 28<sup>th</sup> July, 2024 to 27<sup>th</sup> July, 2029 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 Ms. V. C. Mirunalini, Whole Time Director of the Company.

None of the directors/key managerial personnel of the company and their relatives except Mr. V. C. Raghunath, Mr. R. Chellappan and Ms. V. C. Mirunalini, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at item no. 5 of the notice.

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

#### **Item No.6**

The Board at its meeting held on 26<sup>th</sup> May, 2022, had approved the terms and conditions of appointment of Mr. R Chellappan, Managing Director of the Company for a period from 1<sup>st</sup> May, 2023 to 30<sup>th</sup> April, 2025 and the same was approved by the shareholders at the 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> July, 2022.

Considering his leadership skills, performance of business, various strategic and growth initiatives, the Nomination and Remuneration Committee, and the Board of Directors at its meeting held on 23<sup>rd</sup> May, 2024 and 24<sup>th</sup> May, 2024 respectively, have approved the revision in remuneration to Mr. R Chellappan, for a period from 1<sup>st</sup> April, 2024 to 30<sup>th</sup> April, 2025 as set out in the resolution (item no.6).

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

None of the directors/key managerial personnel of the company and their relatives except Mr. V. C. Raghunath, Mr. R. Chellappan and Ms. V. C. Mirunalini, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at item No.6 of the Notice.

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

#### **Item No.7**

The Board at its meeting held on 28<sup>th</sup> May, 2019, had approved the reappointment of Mr. R Chellappan, Managing Director of the Company for a period of 5 (five) years from 1<sup>st</sup> May, 2020 to 30<sup>th</sup> April, 2025 and the same was approved by the shareholders at the 24<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August, 2019.

In terms of the provisions of Section 196(3)(a) of the Companies Act, 2013, the Company shall obtain approval of the members by passing a special resolution for appointment/re-appointment of Executive Director who attains the age of 70 years.

Mr. R. Chellappan, has completed seventy one years of age in May, 2024. He is 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.

Considering the above, on the recommendation of the Nomination & Remuneration Committee the Board of Directors at their meeting held on 24<sup>th</sup> May, 2024, have re-appointed Mr. R Chellappan, as the Managing Director of the Company for a period of 5 (five) years from 1<sup>st</sup> May, 2025 to 30<sup>th</sup> April, 2030.

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

None of the directors/key managerial personnel of the company and their relatives except Mr. V. C. Raghunath, Mr. R. Chellappan and Ms. V. C. Mirunalini, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at item No.7 of the Notice.

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

#### **Item No.8**

Mr. A. Balan, was re-appointed as a Whole Time Director (Joint Managing Director) of the Company for a period of 5 (Five) years with effect from 3<sup>rd</sup> October, 2020 by the Board of Directors at their meeting held on 8<sup>th</sup> July, 2020 and such appointment and remuneration was approved by the shareholders at the 25<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2020.

Mr. A. Balan, is handling Operations and providing technical support to the Company for execution of various Solar Power Projects of the Company. Considering the increase in project volumes, and after taking into consideration of his experience, the Nomination and Remuneration Committee has recommended revision in the remuneration payable to Mr. A Balan and the Board of Directors at their meeting held on 24<sup>th</sup> May, 2024, have approved the remuneration to Mr. A. Balan, as set out in the resolution for a period from 1<sup>st</sup> April, 2024 to 2<sup>nd</sup> October, 2025.

None of the directors/key managerial personnel of the company and their relatives except Mr. A Balan to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at item no. 8 of the notice.

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

#### **Item No.9**

The Board at its meeting held on 8<sup>th</sup> July, 2020, had approved the remuneration to Mr. K V Nachiappan, Whole Time Director of the Company and the same was approved by the shareholders at the 25<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2020.

Mr. K. V. Nachiappan, Whole Time Director is handling execution of Solar Power Projects of the Company and Operation and Maintenance (O&M) Services. He executed Solar Power Projects for various range of Kilo watt to Mega watt. Considering the increase in project volumes, and after taking into consideration of his experience, the Nomination and Remuneration Committee, and the Board of Directors at their meeting held on 23<sup>rd</sup> May, 2024 and 24<sup>th</sup> May, 2024 respectively, have approved the remuneration to Mr. K V Nachiappan, for a period from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2026 as set out in the resolution (item no.9).

None of the directors/key managerial personnel of the company and their relatives except Mr. K V Nachiappan and Ms. Jayashree Nachiappan, to whom the resolution relates, are concerned or interested, financially or otherwise in the resolution set out at item no. 9 of the notice.

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

#### **Item No.10**

On the recommendation of the Audit Committee, the Board, at its meeting held on 24<sup>th</sup> May, 2024, appointed M/s. Ravichandran Bhagyalakshmi & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025. The Board also approved the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be ratified by the shareholders of the Company.



None of the directors/key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no.10 of the notice.

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

#### **Item No.11 and 12**

As per the provisions of Section 180 of the Companies Act, 2013, approval of Members of the company by way of a Special Resolution is required to borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company banker's in the ordinary course of business) and to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. The Company secures the money borrowed by it by creating charge/lien/mortgage on the properties of the Company, which may be deemed to be sale/lease as per the provisions of Section 180 of the Companies Act, 2013. The existing borrowing powers upto ₹ 400.00 crores as approved at the 26<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> July, 2021, is not sufficient to meet the present financial requirements for the proposed expansion and upgradation programmes of the Company.

In view of the above, the resolutions under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 by way of special resolution are set out at item no. 11 and 12 authorising the Board or Committee thereof to borrow and to create charge, pledge, mortgage etc., on the assets of the Company for securing the borrowings, provided that the total amount that may be borrowed by the Board shall not at any time exceed ₹ 750.00 Crore (Rupees Seven Hundred and fifty Crore only).

None of the directors/key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 11 and 12 of the notice.

This item being special business, the Board recommends the resolution set forth in Item No(s). 11 and 12 of the Notice for the approval of the members.

#### **Item No.13**

Pursuant to Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

The transactions with the related party as per above resolution is at arm's length and in the ordinary course of business of the Company. However, pursuant to Regulation 23(4) of SEBI Listing Regulations, approval of the Members through Resolution is required for all 'material' related party transactions (RPT), even if they are entered into in the ordinary course of business and on an arm's length basis. For this purpose, a RPT will be considered as 'material', if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceeds 1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SWELECT SUSTAINABLE ENERGY PRIVATE LIMITED (SSEPL), a Wholly Owned Subsidiary Company, was incorporated on 5<sup>th</sup> February, 2024, to set up a 7 MW solar power plant under group captive model. SSEPL will become a Subsidiary of the Company upon receipt of equity investment from the group captive investors and a related party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Company shall enter into transaction(s) with SSEPL for Sale and Purchase of goods /materials/ Engineering, Procurement, and Construction (EPC) projects (Sale of solar panels and its allied products) and services and Leasing of properties, loans & advances (inter-corporate deposits) on an arm's length basis to an aggregate value up to ₹ 150 Crore (Rupees One Hundred and fifty Crore only) for the financial year 2024-2025 to aid the construction/ operations of solar plant.

The above transactions are falling within the meaning of Related Party Transactions in terms of the provisions of the Act and the SEBI Listing Regulations and is considered as 'Material' and therefore requires approval of the Members of the Company.

Considering the quality in supply of goods and rendering of services by the Holding Company, the above transactions are in the interest of both SSEPL and the Company.

The particulars of the transaction pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and as per SEBI circular no.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for Item No.13 are as under:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	SWELECT SUSTAINABLE ENERGY PRIVATE LIMITED ("SSEPL")
2.	Name of the Director and Key Managerial Personnel who is related, if any	Mr.V. C. Raghunath and Mr. K. V. Nachiappan, being Directors of the subsidiary company, a related party, are interested in the resolution.
3.	Nature of relationship	SSEPL is a wholly owned subsidiary of the Company and hence a related party under sub-clause (A) of para (viii) of sub-section 76 of Section 2 of the Companies Act, 2013. The Company has invested 100% in the wholly owned subsidiary.
4.	Type, Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction includes Sale and Purchase of goods / materials/ EPC projects (Sale of solar panels and its allied products) and services and Leasing of properties, loans & advances (inter-corporate deposits). The value of the proposed transaction will be up to ₹ 150 crore.
5.	Tenure of the transaction	The proposed value of the transactions for a period up to 31 <sup>st</sup> March, 2025.
6.	Value of the transaction	₹ 150 Crore
7.	Percentage of the Company's Annual consolidated turnover for the immediately preceding financial year that is represented by the value of proposed transaction.	61.78%
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter-corporate deposits, advances or investments are given by the Company out of its own funds.  Not Applicable  The tenure of loan/ inter-corporate deposits will be for a period of 3 years at the interest rate specified by RBI. The amount shall be repaid in quarterly instalments  The funds are utilized for the business purpose of the wholly owned subsidiary.

Sr. No.	Particulars	Remarks
9.	Justification as to why the RPT is in the interest of the listed entity	Considering the quality in supply of goods and rendering of services by the Holding Company, the above transactions are in the interest of both SSEPL and the Company.
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable, since the above Company was newly incorporated on 5 <sup>th</sup> February, 2024.
11.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
12.	Any other information relevant or important for the Members to take a decision on the proposed resolution	Transactions are in the ordinary course of business and at arm's length basis.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on 24<sup>th</sup> May, 2024, have approved the transactions as set out in Item No.13 and proposed the same for approval of the Members.

As specified in the SEBI Listing Regulations, all related parties of the Company, including any person or entity belonging to the promoter or promoter group of the listed entity or any person or any entity holding 10% or more of shareholding in the listed Company, Directors and Key Managerial Personnel of the Company including their relatives shall not vote to approve the resolution as under Item No.13 of the Notice.

Except Mr. V.C. Raghunath and Mr. K.V. Nachiappan, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No.13 of the Notice except to the extent of their shareholding or employment in the Company.

The Board is of the opinion that the aforesaid related party transactions are in the best interest of the Company.

The Board recommends the resolution set forth in Item No.13 of the Notice for the approval of the members.

**By Order of the Board  
For SWELECT ENERGY SYSTEMS LIMITED**

Sd/-

**R. Sathishkumar**  
Company Secretary

Chennai  
24<sup>th</sup> May, 2024

**Statement of Disclosures pursuant to Schedule V of the Companies Act, 2013 in relation to Item no (s). 5, 6, 7, 8 and 9 above:**

**I. General information**

(1)	Nature of industry	The Company is engaged in the business of manufacturing and trading of Solar power projects, solar and wind power generation, contract manufacturing services, installation and maintenance services, sale of Solar Photovoltaic inverters and energy efficient lighting systems																							
(2)	Date of commencement of commercial production	21.09.1994																							
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																							
(4)	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2023-2024 (In Lakhs)</th> <th>2022-2023 (In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>29,169.07</td> <td>26,102.93</td> </tr> <tr> <td>Profit Before Exceptional Items</td> <td>3,445.26</td> <td>3,303.92</td> </tr> <tr> <td>Profit Before Tax</td> <td>5,130.05</td> <td>3,303.92</td> </tr> <tr> <td>Profit After Tax</td> <td>5,130.05</td> <td>934.42</td> </tr> <tr> <td>Total Comprehensive income</td> <td>5,068.31</td> <td>952.49</td> </tr> <tr> <td>Earnings per share</td> <td>33.84</td> <td>6.16</td> </tr> </tbody> </table>			Particulars	2023-2024 (In Lakhs)	2022-2023 (In Lakhs)	Total Income	29,169.07	26,102.93	Profit Before Exceptional Items	3,445.26	3,303.92	Profit Before Tax	5,130.05	3,303.92	Profit After Tax	5,130.05	934.42	Total Comprehensive income	5,068.31	952.49	Earnings per share	33.84	6.16
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(5)	Foreign investments or collaborations, if any.	For details of investment made by the Company, please refer the Note No. 6 of the Standalone Balance sheet forming part of the Annual Report for 2023-24 being sent along with this Notice. The Company has not entered into any foreign collaboration.																							

**II. Information about the appointee:**

(1)	Background details	The background details and profile of Mr. R. Chellappan, Mr. V.C.Raghunath, Mr. K.V.Nachiappan and Mr.A.Balan are being enclosed to this Notice.
(2)	Remuneration – past & proposed	There is no change in the remuneration being paid to, Mr.V.C.Raghunath. The other Directors' remuneration are as follows:

	Particulars	Mr. A. Balan		Mr. K. V. Nachiappan		Mr R Chellappan	
		Existing (In Lakhs)	Revision (In Lakhs)	Existing (In Lakhs)	Revision (In Lakhs)	Existing (In Lakhs)	Revision (In Lakhs)
	Salary	30.00	36.00	27.00	30.00	36.00	40.20
	Commission	@ 0.25% will be paid on the net profits of the Company not exceeding ₹ 10,00,000/- per annum	No change	@ 0.25% will be paid on the net profits of the Company not exceeding ₹ 10,00,000/- per annum	No change	@ 1% will be paid on the net profits of the Company	No change
	Perquisites	As per the resolution in item no.8 of the notice	No change	As per the resolution in item no.9 of the notice	No change	As per the resolution in item no.7 of the notice	No change
(3)	Recognition or awards	The recognition or awards are given under the profiles of respective Directors attached to this Notice.					
(4)	Job Profile & Suitability	The Job profile and suitability are given under the profiles of respective Directors attached to this Notice.					
(5)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration to all Executive Directors are comparable to industry standards					
(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Mr.R. Chellappan is the Managing Director of the Company and Father of Mr.V.C. Raghunath, and Ms.V.C. Mirunalini, Whole Time Directors, of the Company.</p> <p>Mr.V.C. Raghunath is a Whole Time Director of the Company, son of Mr.R Chellappan, Managing Director, and brother of Ms.V.C. Mirunalini, Whole Time Director of the Company.</p>					

### III. Other information:

Pursuant to the provisions of Section 197 of the Companies Act, 2013 the remuneration paid to the Executive Directors of the Company for the year ended 31 <sup>st</sup> March, 2024 was exceeded the limit of Net Profits of the Company calculated under section 198 of the said Act and necessary approvals from shareholders have been obtained.	
Reasons of loss or inadequate profits	Ramping up of new production facility of the subsidiary is extended due to certification requirements.
Steps taken or proposed to be taken for improvement	Certification have been obtained to cater to new orders both in the domestic and export markets
Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms.  However, the productivity and profitability may improve and would be comparable with the industry average

### IV. Disclosures

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	These disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance", which is being attached to the Annual Report 2023-2024.
Details of fixed component and performance linked incentives along with the performance criteria;	
service contracts, notice period, severance fees; and	
stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

**ADDITIONAL INFORMATION OF DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT  
(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on  
General Meetings)**

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

<b>Name of the Director</b>	K.V. Nachiappan
<b>Director Identification Number (DIN)</b>	00017182
<b>Designation and Category of Director</b>	Whole Time Director, Executive
<b>Age &amp; Date of Birth</b>	58 Years, 30.9.1965
<b>Date of first appointment on the Board</b>	Director on the Board from the date of inception till 2012 when the business of NUMERIC was transferred to Legrand Group by Business Transfer Agreement and again inducted on the Board from 20 <sup>th</sup> April 2018.
<b>Qualification</b>	Qualified Engineer in Electrical & Electronics and a rank holder from Bharathiar University.
<b>Experience</b>	<ul style="list-style-type: none"> <li>• Member of Institute of Electrical &amp; Electronics Engineers (IEEE).</li> <li>• 36 Years Experience in Electrical , Power Electronics and Energy Industry</li> </ul> <p><b>Shanti Electrical Engineers Pvt.Ltd.</b> 1988 - 1990: Site Engineer - Electrical Projects</p> <p><b>Numeric Engineers:</b> 1991-1992: Engineer- Product Development,</p> <p><b>Hi-Power Electronics Private Limited:</b> 1992 - 1995: Head - Contract UPS Manufacturing</p> <p><b>Numeric Power Systems Limited:</b> 1995-2005: Country Manager for 3 Phase Products- Technical, Field support and Power Quality Solutions.</p> <p><b>Socomec - Numeric UPS Pvt. Limited:</b> 2006 -2007: Country Sales Manager - responsible for Sales of 3 phase UPS</p> <p><b>Numeric Power Systems Limited:</b> 2007 - 2012: Head - 3 Phase UPS Division</p> <ul style="list-style-type: none"> <li>• Overall responsibility for the 3 Phase UPS Division, which includes Marketing, Sales, and After Sales functions for the Country.</li> </ul> <p><b>Novateur Electrical and Digital Systems Pvt. Limited:</b> NUMERIC Brand of UPS Systems.</p> <p><b>2013-2018: Head- Marketing and R&amp;D</b></p> <ul style="list-style-type: none"> <li>• Implemented Key Marketing initiatives such as Market Analysis, New product launches and its Marcom Activities.</li> <li>• Head of Product Research &amp; Development activities and responsible for developing successful UPS products in the Market.</li> </ul>

	<p><b>SWELECT Energy Systems Limited.</b> 2018- till Date: Director - Energy Projects</p> <ul style="list-style-type: none"> <li>Responsible for Execution, Services and Maintenance (PSM) of all Energy Projects and its Operation and Maintenance (O&amp;M) Services.</li> </ul> <p>Responsible for Energy Storage Solutions and New Product Solutions &amp; its Evaluation.</p>
<b>Inter-se relationship with other Directors</b>	Husband of Ms.Jayashree Nachiappan, Non- Executive Director
<b>Shareholding in the Company</b>	1,65,348 Equity shares (1.09%)
<b>Terms and conditions of appointment/ re-appointment</b>	Liable to retire by rotation.
<b>Remuneration</b>	As set out in the proposed Resolution No.9 of the accompanying Notice
<b>Number of Board meetings attended during the year</b>	10 Meetings
<b>Directorships held in other Companies</b>	<ol style="list-style-type: none"> <li>K J SOLAR SYSTEMS PRIVATE LIMITED</li> <li>SWELECT RE POWER PRIVATE LIMITED</li> <li>SWELECT CLEAN ENERGY PRIVATE LIMITED</li> <li>SWELECT RENEWABLE ENERGY PRIVATE LIMITED</li> <li>ESG SOLAR ENERGY PRIVATE LIMITED</li> <li>SWELECT SUSTAINABLE ENERGY PRIVATE LIMITED</li> </ol>
Chairmanship/ Membership in other Committees of the other Board	Member of Audit Committee in SWELECT Renewable Energy Private Limited

• **Brief profile of Ms. Jayashree Nachiappan and nature of her expertise in specific functional areas:**

<b>Name of the Director</b>	Jayashree Nachiappan
<b>Director Identification Number (DIN)</b>	03173327
<b>Designation and Category of Director</b>	Non-Executive, Non- Independent Director
<b>Age &amp; Date of Birth</b>	57 years, 15.12.1966
<b>Date of first appointment on the Board</b>	13.08.2012
<b>Qualification</b>	BE (Printing Technology) from College of Engineering, Guindy affiliated to Anna University, Chennai
<b>Experience</b>	Running own Offset printing press for the past 28 years
<b>Inter-se relationship with other Directors</b>	Wife of Mr.K.V. Nachiappan, Whole Time Director



<b>Shareholding in the Company</b>	Own: 1,375 Equity shares (0.0091%) Held by/For other persons on a beneficial basis: NIL
<b>Terms and conditions of appointment &amp; re-appointment</b>	Liable to retire by rotation
<b>Remuneration</b>	No remuneration paid except sitting fees for Board and Committee meetings
<b>Number of Board meetings attended during the year</b>	10 Meetings
<b>Directorships held in other Companies</b>	SWELECT Green Energy Solutions Private Limited SWELECT Solar Energy Private Limited SWELECT Taiyo Energy Private Limited INFINITO Technologies India Private Limited
<b>Chairmanship / Membership in Committees of the other Board</b>	NIL

• **Brief profile of Mr. V.C. Raghunath and nature of his expertise in specific functional areas:**

<b>Name of the Director</b>	V.C. RAGHUNATH
<b>Director Identification Number (DIN)</b>	00703922
<b>Designation and Category of Director</b>	Whole Time Director, Executive
<b>Age &amp; Date of Birth</b>	42 years, 11th July 1981
<b>Date of first appointment on the Board</b>	11.11.2013
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• BE (EEE)</li> <li>• Master of Science (Electrical Engineering), University of Texas</li> </ul>
<b>Experience</b>	Sixteen years in Solar Industry, Started career in 2006
<b>Certification</b>	<ul style="list-style-type: none"> <li>• Certified SAP Solution Consultant for Supply Chain Management / Order Fulfilment</li> <li>• Certification from Singapore for Project Management</li> <li>• General Management Program (for CXO) – Indian School of Business (Currently Pursuing)</li> </ul>
<b>Projects Handled</b>	<p>Few Major projects to mention:</p> <ul style="list-style-type: none"> <li>• Managed more than 200 MW Solar Photovoltaic Projects both Roof top and Utility scale.</li> </ul> <p>India's first floating solar photovoltaic project with NTPC</p>

<b>Member</b>	<ul style="list-style-type: none"> <li>• Panel member for Tamil Nadu climate action – Confederation of Indian Industries</li> <li>• Panel member Solar Rooftop – Confederation of Indian Industries</li> <li>• Member - Indo German Chamber of Commerce</li> <li>• Member - National Solar Energy Federation of India</li> <li>• Member -Tamil Nadu Solar Energy Developers Association</li> </ul>
<b>Honours</b>	Was awarded as India's 40 most promising young business leaders in the solar industry under the category, under 40 by Solar Quarter <i>for two consecutive years.</i>
<b>Representations</b>	Represented the company in various National and State level conferences in the capacity of Panellist, Keynote Speaker, Moderator
<b>Areas of Interest</b>	Renewables, Energy Storage, Green Hydrogen
<b>Inter-se relationship with other Directors</b>	Son of Mr. R. Chellappan, Managing Director and Brother of Ms.V.C. Mirunalini, Whole Time Director
<b>Shareholding in the Company</b>	Own: 58,515 Equity shares (0.39%) Holding on behalf of SWEES Employees Welfare Trust: 1,76,400 Equity shares (1.16%)
<b>Terms and conditions of appointment &amp; Remuneration</b>	As set out in the proposed Resolution No.5 of the accompanying notice.
<b>Number of Board meetings attended during the year</b>	9 Meetings
<b>Directorships held in other Companies</b>	Noel Media & Advertising Private Limited SWELECT Energy Systems Pte. Limited, Singapore K J Solar Systems Private Limited SWELECT Sun Energy Private Limited SWELECT Renewable Energy Private Limited SWELECT RE Power Private Limited SWELECT Taiyo Energy Private Limited ESG Solar Energy Private Limited SWELECT Sustainable Private Limited
<b>Chairmanship / Membership in Committees of the other Board</b>	Member of Audit Committee in SWELECT Sun Energy Private Limited Member of Nomination and Remuneration Committee in SWELECT Renewable Energy Private Limited Member of Audit Committee in SWELECT Taiyo Energy Private Limited.

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

<b>Name of the Director</b>	R. CHELLAPPAN
<b>Director Identification Number (DIN)</b>	00016958
<b>Designation and Category of Director</b>	Managing Director, Executive
<b>Age &amp; Date of Birth</b>	71 years, 08th MAY 1953
<b>Date of first appointment on the Board</b>	12.09.1994
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• DEEE and qualified Engineer in Electrical and Electronics from Thiagarajar Polytechnic College, Salem – April 1972</li> <li>• BE (EEE) from Coimbatore Institute of Technology with University rank – Nov 1979</li> <li>• An active Senior Member of Institute of Electrical &amp; Electronics Engineers Inc. – USA (IEEE) for the last over 20 years</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>• 40 Years in Power Electronics – Started the company, Numeric Power Systems Ltd in 1994</li> <li>• 8 Years with Sri Ramakrishna Steel Industries Ltd, Coimbatore</li> <li>• 5 Years with Ashok Leyland Ltd, Chennai</li> </ul>
<b>Credentials</b>	<ul style="list-style-type: none"> <li>• One of the Founder Members / Trustee of National Solar Energy Federation of India (NSEFI), South Chapter</li> <li>• Appointed as chairman of IEEE – Madras Chapter, PELS society.</li> <li>• One of the RE Council Member of Confederation of Indian Industry (CII)</li> <li>• Bonafide member of MAIT – Manufacturers’ Associate for Information Technology</li> <li>• Member of KSMBOA – Karnataka Small &amp; Medium Business Owner’s Association.</li> <li>• Key member of the board of studies in the faculty of Electrical Engineering of Anna University, Chennai.</li> <li>• Key member of the Board of Research Studies (BORS) in Periyar University, Salem</li> <li>• Was awarded as one of the 50 Most Influential Solar Leaders (A Global Listing) 2018</li> </ul>
	<ul style="list-style-type: none"> <li>• 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.</li> <li>• In November 2013, awarded the winner of the TIECon Award 2013 as “The Entrepreneur of the Year 2013”.</li> <li>• Awarded in Grand masters India Awards 2021 as “Excellence in design and Engineering Leadership” and Excellence in Technology Leadership</li> </ul>

<p><b>Achievements</b></p>	<ul style="list-style-type: none"> <li>• Started Numeric Power Systems Ltd (in 1994) with a team of just six members, and then build to 2600 employees (in 2012) across its branches in India and overseas.</li> <li>• In May 2012, Numeric transferred the UPS division to Novateur Electrical &amp; Digital Systems Pvt Ltd, a wholly owned subsidiary of LEGRAND S.A. FRANCE under a BTA (Business Transfer Agreement).</li> <li>• In Aug 2012, SWELECT was empanelled by BEE (Bureau of Energy Efficiency) as ESCO (Energy Service Company).</li> <li>• 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 JNNSM scheme.</li> <li>• Was adjudged by KSMBOA – Business Excellence &amp; Achievement Awards 2015 as “SME Excellence Award in Quality in SOLAR RENEWABLE sector”.</li> <li>• SWELECT was recognized as SD’s No.1 off Grid / Roof Top Solar PV power solution provider for the years 2012 to 2023, consequent 9 years.</li> <li>• SWELECT was adjudged as Winner of the Largest Number of Rooftop Installations in the country from 2012-13 to 2023.</li> <li>• A++ SD’s star green rating for continuous 11 years.</li> <li>• HHV Solar Technologies was recognized by Silicon India Magazine as “Brand of the Year 2017”.</li> <li>• SWELECT was awarded as Leading RE Developers – Solar Rooftop at the Renewable Energy India Awards 2017.</li> <li>• CEO Insight magazine recognized SWELECT as one of the 25 Best Green Energy Companies - 2018 (among 25 companies) • National Awards for Excellence in Solar Energy 2020 (Best Module Manufacturer of The Year)</li> <li>• SWELECT was awarded as one of the Top 10 Solar Panel Manufacturers 2021 by Industry Outlook 2021</li> <li>• SWELECT was awarded Excellence in Technology Leadership and Design &amp; Engineering Leadership from Solar Quarter Grand master’s India Awards 2021</li> <li>• SWELECT was awarded as Quality Excellence in Solar Modules, Best Performer in PV Module Series – PV Module Week Excellence Award 2021</li> <li>• Awarded in India Green Energy Awards 2021 – Outstanding Renewable Energy Equipment Manufacturers and Technology Developers</li> <li>• Awarded ‘India Rooftop Solar Congress 2022 Awards’ in the category of ‘Company of the Year: Structural Engineering.</li> </ul>
	<ul style="list-style-type: none"> <li>• Recognized for its “Excellence in Performance” in the event of 4<sup>th</sup> Edition Performance Excellence Awards, 2022 for Solar &amp; Wind Plants under Ground Mounted Solar Category in CII Green Power Conference</li> <li>• Awarded “Manufacturer of The Year Award (SME &amp; Large Organization)” in NATIONAL AWARDS FOR EXCELLENCE, 2023.</li> </ul>

	<ul style="list-style-type: none"> <li>SWELECT have been recognized as a Top Manufacturing Company by the Global Manufacturing Leadership Awards in FEB 2024.</li> </ul> <p><b>AMEX Alloys:</b></p> <ul style="list-style-type: none"> <li>A one-stop-solution for a wide range of Iron, Steel, and Investment Castings under one umbrella</li> <li>Winner of Best Foundry Award - 2 times</li> <li>Winner of Export Excellence Award - 3 times</li> <li>Winner of Best Casting Award 2019</li> </ul>
<b>Inter-se relationship with other Directors</b>	Father of Mr. V. C. Raghunath and Ms. V. C. Mirunalini, Whole Time Directors of the Company.
<b>Shareholding in the Company</b>	Own: 7397860 shares (48.80%) Held by/for other persons on a beneficial basis: Nil
<b>Terms and conditions of appointment &amp; re-appointment</b>	As set out in the proposed Resolution No.7 of the accompanying notice.
<b>Remuneration</b>	As set out in the proposed Resolution No.6 of the accompanying notice.
<b>Number of Board meetings attended during the year</b>	10 Meetings
<b>Directorships held in other Companies</b>	Amex Alloys Private Limited Till 18.03.2024 Noel Media & Advertising Private Limited SWELECT Solar Energy Private Limited SWELECT Green Energy Solutions Private Limited SWELECT Power Systems Private Limited SWELECT Energy Systems Pte. Limited, Singapore SWELECT Sun Energy Private Limited SWELECT Renewable Energy Private Limited SWELECT HHV Solar Photovoltaics Private Limited SWELECT Electronics Private Limited All India Solar Industries Association Srivaru Motors Private Limited SWELECT INC
<b>Chairmanship/ Membership in Committees of the other Board</b>	Member of Nomination and Remuneration Committee in SWELECT Sun Energy Private Limited

- Brief profile of Mr. A. Balan and nature of his expertise in specific functional areas:**

<b>Name of the Director</b>	A. BALAN
<b>Director Identification Number (DIN)</b>	00017091
<b>Designation and Category of Director</b>	Whole Time Director (Joint Managing Director), Executive
<b>Age &amp; Date of Birth</b>	71 years, 10.05.1953
<b>Date of first appointment on the Board</b>	Director on the Board from the date of inception till 2012 when the business of NUMERIC was transferred to Legrand Group by Business Transfer Agreement and again inducted on the Board from 3rd October 2015.
<b>Qualification</b>	BE (Electrical and Electronics)
<b>Experience</b>	Served in Best & Crompton Engineering Ltd, in the middle management cadre for over 15 years. Had undertaken various assignments of the company, in the field of Manufacturing, Plant Maintenance, and vendor development. He also served in Novateur Electrical & Digital Systems Pvt. Ltd. as Director-operations, responsible for sales and technical support, for a period of 3 years.  At present heading Operations and technical support of the Company.
<b>Inter-se relationship with other Directors</b>	Nil
<b>Shareholding in the Company</b>	Own: 4,69,499 Shares (3.10%) Held by / For other persons on a beneficial basis : Nil
<b>Terms and conditions of appointment &amp; re-appointment</b>	As set out in the proposed Resolution No.8 of the accompanying notice.
<b>Remuneration</b>	As set out in the proposed Resolution No.8 of the accompanying notice
<b>Number of Board meetings attended during the year</b>	9 Meetings
<b>Directorships held in other Companies</b>	SWELECT Green Energy Solutions Private Limited SWELECT Solar Energy Private Limited K J Solar Systems Private Limited SWELECT Electronics Private Limited SWELECT Power Systems Private Limited SWELECT Sun Energy Private Limited SWELECT HHV Solar Photovoltaic Private Limited SWELECT RE Power Private Limited SWELECT Taiyo Energy Private Limited SWELECT Clean Energy Private Limited
<b>Chairmanship/ Membership in Committees of the other Board</b>	SWELECT TAIYO ENERGY PVT LTD – Nomination and Remuneration Committee - Member

## **INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING**

### **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

- As you are aware, The Ministry of Corporate Affairs (MCA) has, vide General Circular No(s).09/2023 dated 25<sup>th</sup> September 2023, permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio- visual Means (OAVM). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.swelectes.com](http://www.swelectes.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com).)
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.9/2023 dated 25<sup>th</sup> September, 2023.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- The Remote e-voting period begins on 25<sup>th</sup> July, 2024 at 9:00 Hrs IST and ends on 28<sup>th</sup> July, 2024 17:00 Hrs IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22<sup>nd</sup> July, 2024) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ul style="list-style-type: none"> <li>• Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>• After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>• Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ul style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

- Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - ♦ The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ♦ Click on “Shareholders” module.
  - ♦ Now enter your User ID
    - ❖ For CDSL: 16 digits beneficiary ID,
    - ❖ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - ❖ Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - ♦ Next enter the Image Verification as displayed and Click on Login.
  - ♦ If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - ♦ If you are a first-time user follow the steps given below:

	<b>For physical shareholders and other than individual shareholders holding shares in demat</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form 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 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Company Name: SWELECT ENERGY SYSTEMS LIMITED on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

#### **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com)(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 (Five) days prior to meeting mentioning their name,

demat account number/ folio number, email id, mobile number at [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 (Five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com). These queries will be replied to by the company suitably by email.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free No. 1800 22 55 33.

#### **General Instructions**

- M/s. P. Eswaramoorthy and Company, Company Secretaries (Membership No. FCS 6510), has been appointed as the Scrutinizer to scrutinize the process of Remote e-voting and E-voting during the AGM in a fair and transparent manner.
- The Scrutinizer after the completion of scrutiny will submit his report to the Chairman or a person authorized by him in writing, who shall counter sign the same and announce the results of voting, within Two working days of conclusion of the meeting.
- The results declared along with the Scrutinizer's Report will be placed on the Company's website [www.swelectes.com](http://www.swelectes.com), website of CDSL and the same shall also be communicated to BSE Ltd., ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
- The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 22<sup>nd</sup> July, 2024.

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Notes:

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# SCALING SUSTAINABILITY FOR ALL

**SWELECT ENERGY SYSTEMS LIMITED**  
29<sup>th</sup> ANNUAL REPORT 2023-2024



# SCALING SUSTAINABILITY FOR ALL

SWELECT Energy Systems Limited is at the forefront of the clean energy movement, driven by the guiding principle “Stay powerful when sun shines. And Thereafter...” This ethos underscores their commitment to harnessing solar energy for a sustainable future. In a world increasingly demanding scalable, reliable, and cost-effective energy solutions, SWELECT Energy’s forward-thinking strategies stand out. Their focus on innovation and sustainability is evident in every aspect of their operations, from manufacturing to customer relations.

The Company’s manufacturing capabilities are a testament to its dedication to efficiency and sustainability. The module manufacturing facility is a 1 GW fully automated plant with the production set in a class 100,000 clean room environment. It is equipped with cutting edge technology and IoT driven machineries, delivering world class Solar panels of highest performance, quality and reliability. SWELECT holds a reputation as a reliable partner capable of delivering high-quality, bankable solar modules that exceed industry standards.

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### Financial Highlights Snapshot

Revenue  
**₹ 24,636.60 Lakhs**

EBITDA  
**₹ 8,214.95 Lakhs**

Profit After Tax (PAT)  
**₹ 5,130.05 Lakhs**

# EMPOWERING GLOBAL ENERGY

SWELECT Energy Systems Limited, formerly NUMERIC Power Systems Limited, is a global leader in solar power solutions with over 40 years of experience. Renowned for its expertise and cutting-edge manufacturing facilities, SWELECT produces a range of high-quality solar products including PV modules, Module Mounting Structures (MMS), Solar PCUs, Servo Stabilisers, and Electrical Balance of Systems (BOS). Certified by the Bureau of Indian Standards (BIS), SWELECT ensures highest quality and efficiency. With a dedicated team of experts, SWELECT remains committed to customer satisfaction, delivering superior quality of solar power projects of any scale. Committed to a brighter future and sustainability, SWELECT empowers customers to “Stay powerful when sun shines. And Thereafter...” and is determined to pioneer India’s sustainable energy revolution.





## Key Highlights

### 40 Years

**Experience in Power Conditioning Systems & Renewable Energy - SOLAR - WIND - ENERGY STORAGE**

**Public Listed Vision Company with a Large Market Capitalisation**

### 1 GW Solar PV Modules

**Certified for International and Domestic market**

### 10,000+

**Solar Installations Across India & Overseas**

### Strong Business Tie-Ups

**Elite customers from Corporates, Banks, Govt, Financial and Telecom, etc.**

### One Stop Solution Provider

**For Solar and Energy Storage projects**



## Vision

SWELECT wishes to connect the power of the Sun to every Household, Industry, Institute, Corporate and beyond by offering the best Green Energy experience.



## Mission

- Dedicated team effort for customer engagement and delight
- Committing to innovate and continually improving with a modernised outlook
- Maintaining a mutually beneficial long-term relationship with stakeholders
- Promoting and developing partners throughout the value chain
- Employer of choice by creating a value-driven work culture
- Expanding our global footprint by offering AC and DC solutions
- Upholding integrity, ethics and accountability at the highest level
- Driven by social responsibility



## Core Values

The Core Values of Customer, Quality and Continual Improvement with a strong base of Integrity, Ethics and Accountability are our compass to achieving our vision and mission.



# JOURNEY

NUMERIC Engineers was founded

**1984**



Expansion into energy storage solutions and distribution nationwide

**1989**



NUMERIC Power Systems Limited was incorporated

**1994**



Public listed on both BSE and Madras Stock Exchange (MSE)

**1996**



Received the RBI Governor Award in Banking and IT

**1997**



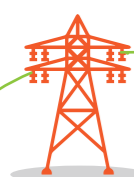
Became the exclusive national distributor for Panasonic Batteries

**2004**



Business transfer of UPS division to LEGRAND and the NUMERIC brand name

**2012**



Ranked as the No. 1 UPS Company for the 20<sup>th</sup> consecutive year

**2011**



Executed solar projects in Kenya, Nigeria, Japan and India

**2010**



Installed its first 100 KW Rooftop Solar system

**2008**



Listed on NSE

**2006**



Completed an 11 MVA UPS/Energy Storage installation for PGCIL in Northeast India

**2005**



Transitioned into a full-fledged EPC Company, commissioning multiple utility-scale projects across India

**2017**



Initiated exploration into Li-ion-based Energy Storage solutions

**2018**



Successfully commissioned a pilot project in SWELECT, Chennai

**2019**



Incorporation of SWELECT HHV Solar Photovoltaics Pvt Ltd (Solar PV Module Manufacturing plant)

**2021**



Commencement of production of solar photovoltaic modules by SHPV and CII recognition as a "Certified Solar Rooftop Vendor"

**2023**



Capacity enhancement of MMS production facility to 0.5 GW

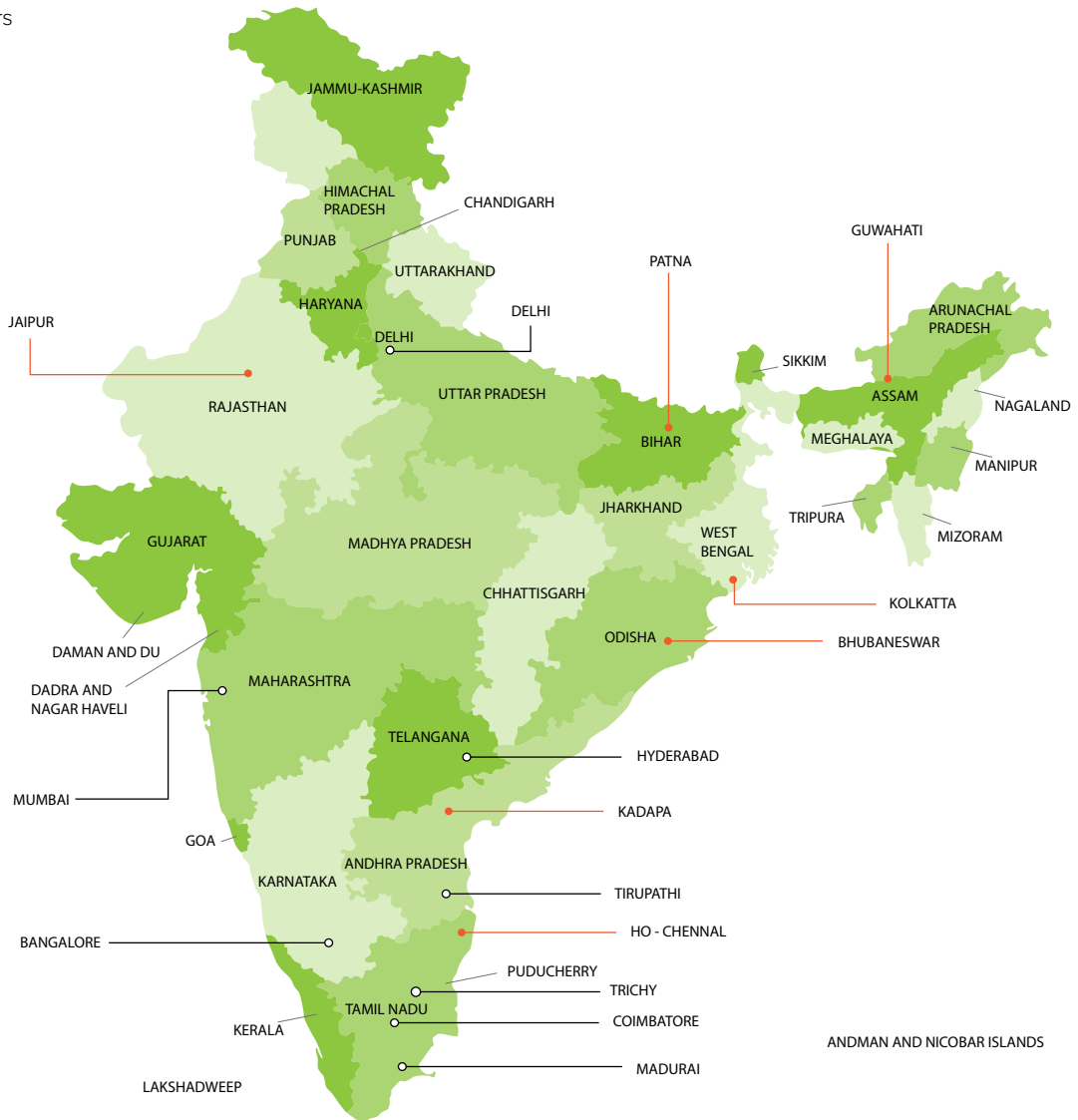
**2024**



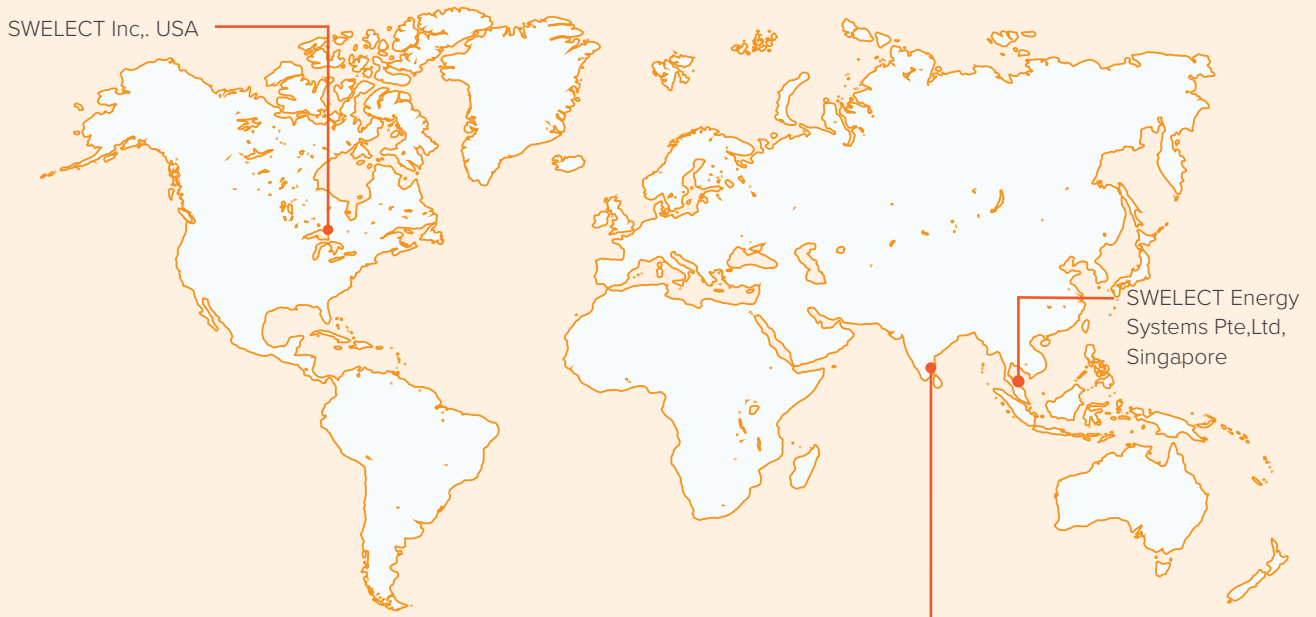
# BRIDGING GLOBAL AND DOMESTIC LANDSCAPES

SWELECT is bridging global and domestic landscapes by establishing itself as a significant player. With its expertise in solar power systems, SWELECT has created a strong presence globally while contributing to the development of the domestic energy sector.

- Service Centers
- Branch Offices



# SWELECT's Presence Across the Globe



## SOLAR & POWER BUSINESS

**4** IPPs - Special Purpose Vehicle

**33** Total No. of Solar Power Plants

**6** IPPs - Group Captive Plants

PV MODULE Manufacturing Plant SWELECT HHV Solar Photovoltaics Pvt. Ltd. (SHPV)

# MESSAGE FROM THE MANAGEMENT

## Dear Stakeholders

As SWELECT Energy Systems Limited embarks on its 41<sup>st</sup> year, I am immensely proud to reflect on our journey and share our vision for the future. Our legacy in power conditioning solutions has significantly contributed to India's IT, banking, and process automation sectors, setting a high standard for product quality and service. Building on this robust foundation, we have seamlessly transitioned into the green energy space, adopting a holistic approach to solar power solutions.

**SWELECT's comprehensive involvement in all solar power verticals positions us as a formidable player in the industry. Our diverse portfolio includes:**



### **Manufacturing High-Quality Solar Photovoltaic Modules:**

Our modules are fully certified for American, European, and Asian markets and stand out for their reliability and efficiency



### **Product Distribution:**

Catering to home and SME rooftop solar systems with a focus on accessibility and ease of installation



### **EPC Contracts for Utility-Scale Solar Power Projects:**

Delivering turnkey solutions to support corporate customers transitioning to renewable energy



### **Manufacturing Module Mounting Structures (MMS) and Balance of Systems (BoS):**

Ensuring robust support and integration for solar systems



### **Large Capacity Rooftop Solar Power Generating Systems:**

Designed for Commercial and Industrial (C&I) segments, providing sustainable energy solutions



### **Power Generation and Sale as an Independent Power Producer (IPP):**

Enhancing energy independence and sustainability

At SWELECT, we are not just participants but pioneers in sustainability. Our commitment to helping our customers achieve Net-Zero emissions, comply with the Carbon Border Adjustment Mechanism (CBAM), and meet Environmental, Social, and Governance (ESG) standards, is unwavering. We recognise that in these green compliance activities, our role is crucial in driving energy cost reduction through our focus on asset quality and the high performance of power-generating plants. The Government of India's solar advancement initiatives provide a fertile ground for our steady growth, supported by our strong export potential. Our manufacturing operations are nearing total capacity, reflecting our readiness to meet increasing demands as the world gravitates towards sustainability and stringent ESG compliance.

As we look ahead, SWELECT is poised for remarkable growth, continuing our tradition of excellence while embracing innovation and sustainability. I extend my heartfelt gratitude to our dedicated team, valued customers, and trusted partners for their unwavering support and collaboration. Together, we will illuminate the path to a greener, more sustainable future.

Thank you for your continued trust and confidence in SWELECT Energy Systems Ltd.

Warm regards,  
**R. Chellappan,**  
**Managing Director**

# BOARD OF DIRECTORS



**Mr. S. Annadurai**  
Chairman



**Mr. A. Balan**  
Joint Managing Director



**Mr. K. V. Nachiappan**  
Whole Time Director



**Mr. V. C. Raghunath**  
Whole Time Director



**Ms. V. C. Mirunalini**  
Whole Time Director



**Mr. G. S. Samuel**  
Independent Director



**Mr. S. Krishnan**  
Independent Director



**Dr. S. Iniyar**  
Independent Director



**Dr. M. Ravi**  
Independent Director

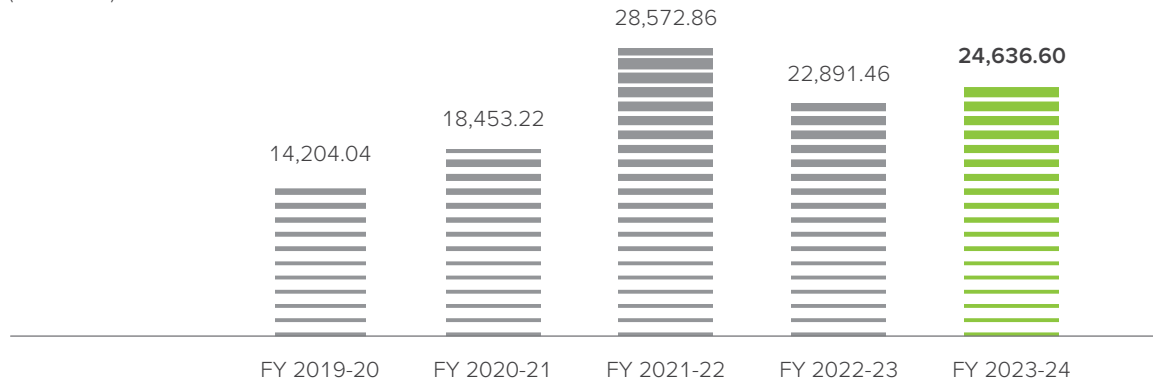


**Mrs. Jayashree Nachiappan**  
Non-Executive Director

# KEY PERFORMANCE INDICATORS

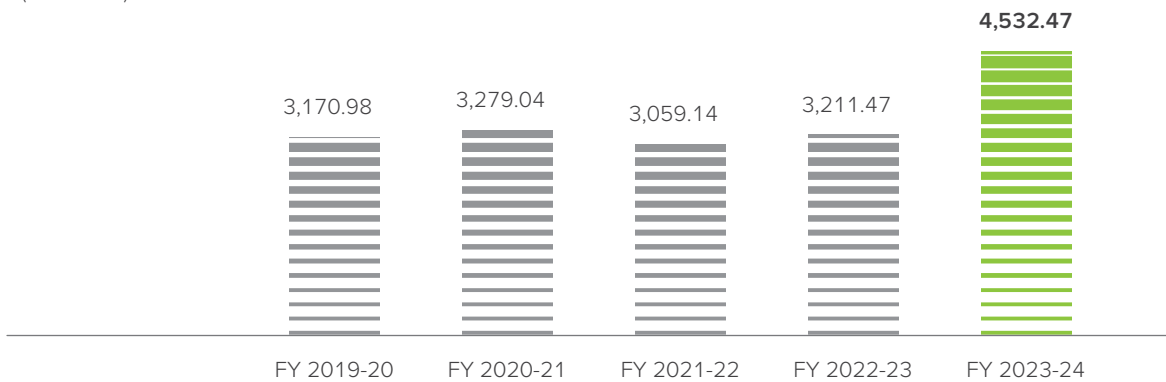
## Revenue from Operations

(₹ in Lakhs)



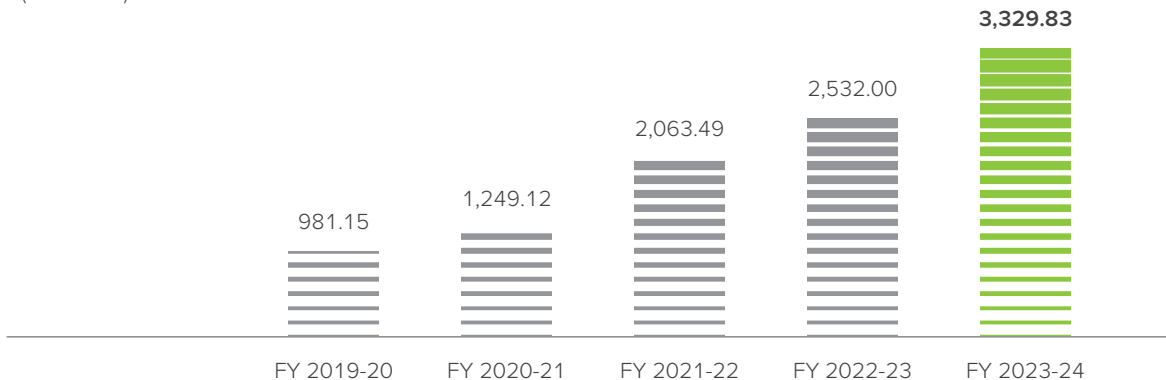
## Other Income

(₹ in Lakhs)



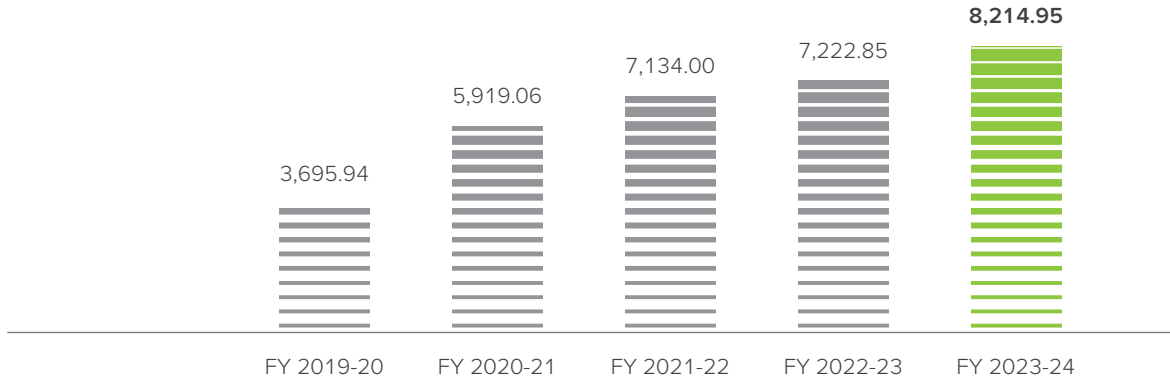
## Finance Cost

(₹ in Lakhs)



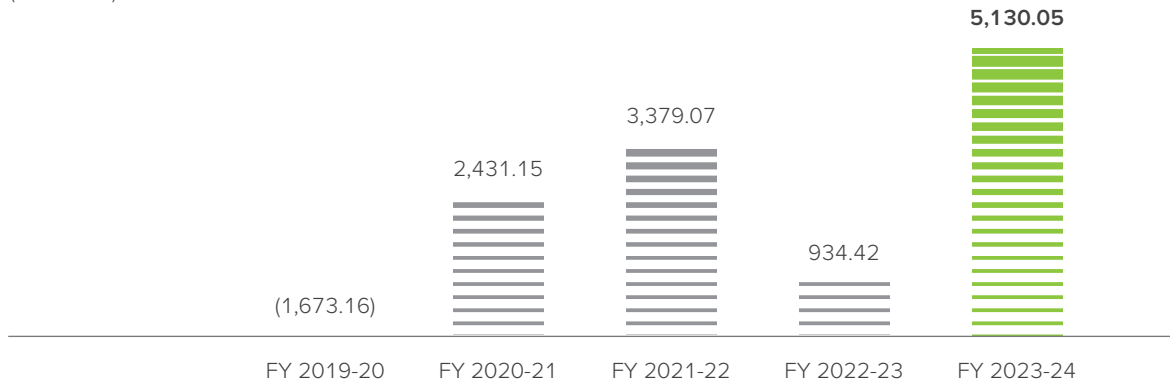
## EBITDA

(₹ in Lakhs)



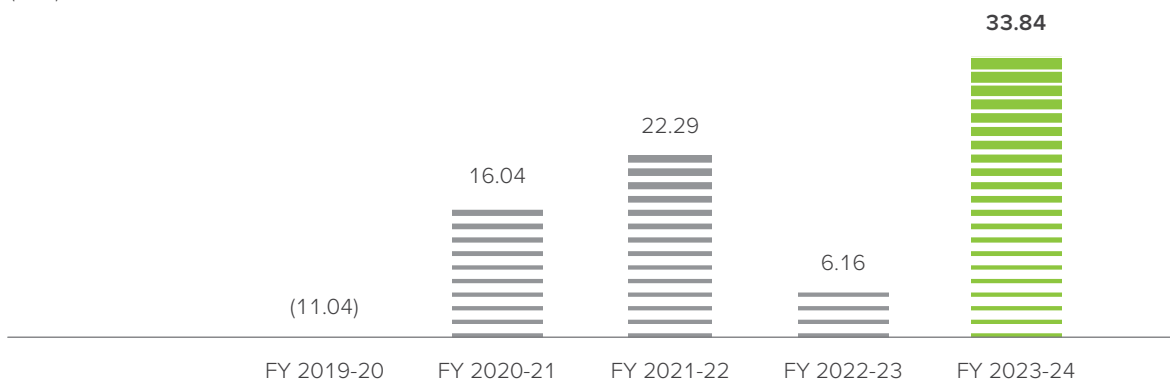
## Profit After Tax (PAT)

(₹ in Lakhs)



## EPS

(in ₹)





# LEADING THE SUSTAINABLE SOLUTION LANDSCAPE

SWELECT harnesses solar energy to fuel a sustainable future. With its comprehensive product range-from photovoltaic modules to energy storage systems and specialised services, including EPC projects and open-access power solutions, the Company caters to diverse energy needs.

## Products

### Photovoltaic Modules

- Mono PERC (P-Type)
- TOPCON
- Mono Facial
- Bi Facial
- Domestic Content Requirement (DCR)\*
- Non-DCR

\*ALMM Approved

### Module Mounting Structures (MMS)

- Ground Mount
- Roof Top
- Solar Water Pumps

### Electrical BoS

- String Combiner Boxes (SCB's)
- DCDBs
- AJBs
- ACDBs

### Energy Storage systems

- Solar Energy Storage Systems
- Solar-Wind Hybrid Energy Storage Systems

### Auxiliary Transformers

- Servo Stabilisers



# Solutions & Services

## Open Access

SWELECT's Open Access Power Solution offers green energy alternatives to high-power-consuming industrial and commercial sectors, aiming to reduce costs and carbon emissions. This solution enables businesses to fulfil their Renewable Purchase Obligation (RPO) commitments under the Electricity Act 2003 while enjoying the benefits of green energy at competitive prices, thus contributing to profitability and environmental sustainability



### Solar Power Generation

SWELECT generates solar power from its existing or new solar farms, primarily in Tamil Nadu.



### Delivery via State DISCOM Grid

The generated solar power is delivered to consumers' high-tension (HT) locations through the state DISCOM grid.



### Pay-Per-Use Model

Consumers pay only for the solar power consumed at their location, reducing costs and carbon footprint.



### Power Purchase Agreement (PPA)

SWELECT enters into long-term bilateral PPAs with high-power-consuming consumers at attractive solar energy tariffs based on their chosen open-access model.



### End-to-End Operation and Maintenance

SWELECT manages the entire operation and maintenance of the solar plant, ensuring seamless functioning for consumers.

## Open Access Models:

The Group Captive Plan empowers businesses to invest collaboratively and benefit from solar energy, fostering sustainability, cost-efficiency and collective environmental responsibility.

### Key features:

- Allows one or more groups of HT consumers to invest 26% equity in the SPV project
- Consumers sign long-term PPAs with SWELECT and collectively consume at least 51% of the power generated from the Solar SPV
- SWELECT maintains ownership of the solar plant
- Clients pay only for the energy delivered to them per the PPA through the State DISCOM grid

The Third Party Power Purchase plan by SWELECT is an appealing option for high-tension (HT) consumers, offering a risk-free discounted tariff without any upfront investment.

### Key features:

- No upfront investment is required from the client
- HT consumers sign a bilateral PPA with SWELECT, securing the required power supply at a discounted tariff based on agreed energy delivery
- Guaranteed discounted tariff throughout the entire PPA duration
- Clients are relieved from plant maintenance and periodic repairs, ensuring hassle-free operations

## Operation and Maintenance

SWELECT's Operation and Maintenance (O&M) division is committed to providing flexible, integrated, dependable, cost-effective, and responsive solutions for SPV Solutions' O&M requirements. O&M assessments are conducted either as a standalone activity, resulting in a set of O&M recommendations, or as part of retro-commissioning, a larger, more holistic approach to improving existing-building performance. The Company also offers customised Annual Maintenance Contracts (AMCs) according to customer requirements.

### Service Offerings Include:



#### Preventive Maintenance

- Conducts routine inspection and servicing of equipment
- Aims to lower the probability of unplanned PV system downtime



#### Reactive Maintenance

- Addresses equipment breakdowns after their occurrence to mitigate unplanned downtime
- Utilises a "break-fix" approach, primarily for lower upfront costs



#### Condition-Based Maintenance

- Utilises real-time data to prioritise and optimises maintenance and resources
- Offers increased efficiency in maintenance operations



# Projects

## Solar Roof Top Projects



**1 MW IT Park Roof Top in Chennai, Tamil Nadu**



**2 MW Industrial Roof Top in Coimbatore, Tamil Nadu**



**2 MW Industrial Roof Top in Chennai, Tamil Nadu**



**80 kWp Grid Tie SPV Plant, Indian Parliament House, New Delhi**

## Solar EPC Projects



**10 MW Solar Power Plant-Foundary at Dindigul, Tamil Nadu**



**10 MW EPC projects at Erode District, Tamil Nadu**

## Solar Floating Plant



**100 kWp Floating Solar Power Plant at Alappuzha District, Kerala**

## 4. Solar Water Pump



**15 HP Solar Water Pumping System, Coimbatore, Tamil Nadu**



**10HP DC Submersible Water Pump at Theni District, Tamil Nadu**

## 5. Wind Energy Farms



**1.5 MW Wind Farm at Dharapuram, Tamil Nadu**



## 6. IPP Projects



**68 MW of Projects in Trichy District, Tamil Nadu**



**75 MW of Projects in Dindigul District, Tamil Nadu**



**16 MW, Perambalur District, Tamil Nadu**

# RENEWABLE MANUFACTURING FOR A BRIGHTER, SUSTAINABLE FUTURE

SWELECT HHV SOLAR PHOTOVOLTAICS PVT LTD (SHPV), a 1 GW Solar PV Module Manufacturing facility, is a 100% step-down subsidiary of SWELECT ENERGY SYSTEMS LIMITED and operates a cutting-edge manufacturing facility in Coimbatore. Inaugurated in March 2023, the facility has successfully completed its first year of operation, building upon 15 years of manufacturing experience, including the Bangalore Unit, HHV Solar. This facility produces both Mono PERC and TOPCON modules from 365 Wp to 630 Wp for both mono facial and bi facial applications.

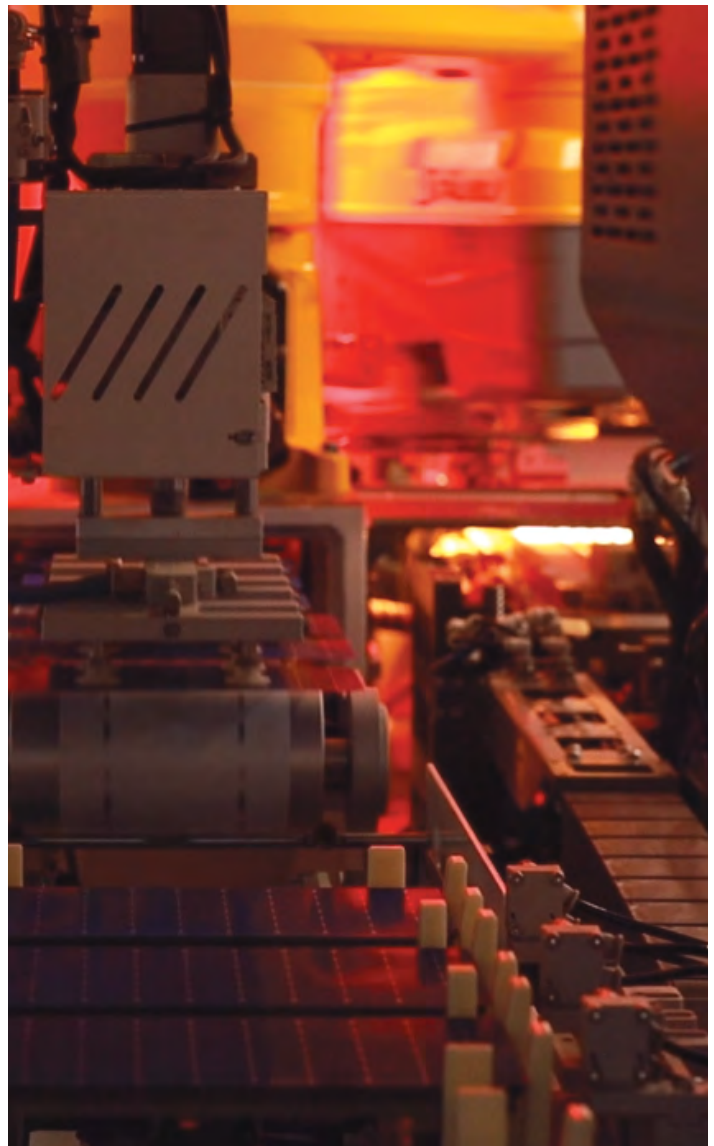
## Vision

To be a global leader in Solar PV Manufacturing, delivering high-quality products that surpass expectations, championing renewable energy adoption, and empowering communities for a brighter future

## Mission

- Business Excellence
- Employee Empowerment
- Quality Commitment
- Sustainability Champion
- Stakeholder Delight
- Community Impact

## Core Values





## SHPV At a Glance

- 627 MW Manufacturing capability (as per ALMM enlistment)
- 33% women workforce, soon to be 50%
- 80% powered by solar energy, aiming for 100%
- ESG partner for stakeholders
- Product certifications for Global and Indian markets (UL/IEC/BIS)
- IMS certified entity
- Operates on SAP and MES

## Quality Assurance

- Cells from Tier-1 suppliers
- Superior specification of all raw materials
- 40+ in house quality checks in the production line
- Stringent Quality Assurance Plan to ensure highest energy yield and lowest warranty claims

## About the Facility

- The factory area spans over 6 acres with built-up area of 1.30 lac square feet
- Class 100,000 / ISO 8 clean room production facility of 40,000 sq ft
- Temperature and humidity controlled raw materials stores
- Fully automated production line supported by Gantry and Robots
- Dedicated Business Excellence team

## Certifications

- **BIS / IEC / UI**
- BIS Certified (IS 14286: 2010 & IS/IEC 61730: 2004 - 1&2)
- IEC / UL 61215: Design qualification and type approval
- IEC/ UL 61730: Module safety qualification
- IEC TS 62804: 2015 PID Resistance
- IEC 61701: 2020 Salt Mist Corrosion Test
- IEC 62716: Ammonia Corrosion Test
- IEC 60068: Dust and Sand Resistance
- IEC 61853 - 1 , 2 PAN File & IAM Testing
- CSA C22.2 No. 61730 -1, 2: 2019 Module Safety Qualification

### RoHS

### BEE enlistment

### ALMM enlistment



# MMS & Electrical BOS – State-of-art 0.5 GW Manufacturing facility at Salem, Tamil Nadu

SWELECT offers a complete range of Electrical and Mechanical Balance of Systems (BOS) from its state-of-the art manufacturing facility in Salem, including Module Mounting Structures (MMS), AJBs, ACDBs, and DCDBs. The plant's roll forming machines have an annual production capacity of 0.5 GW of MMS and a lifetime of over 20 years. This facility also provides Servo Stabilisers, a reliable solution for the common issue of voltage variations and electricity fluctuations in India and worldwide.

## Module Mounting Structures

Complete and customised range of C Purlins, Hat Purlins and other sheet metal structures required for roof top, ground mount, as well as specialised solar power projects.

## Electrical BOS

All range of Array Junction Boxes, String Combiner Boxes, AC & DC Decoupling circuits for various solar applications

## Servo Stabilisers

An effective and reliable solution for voltage variations and electricity fluctuations in India and across the globe.

## SPGS (Solar Power Generation System) Kits

Packaged solutions consisting of solar PV modules, Solar Inverters, Electrical and Mechanical BOS along with Cables, Electrical Protection systems, Data Monitoring Systems.

## Innovation Hub

Development and deployment of various tools, products and solutions that address the new and emerging market requirements.



# SUSTAINABLE INITIATIVES

## Commitment to Sustainability

SWELECT is a pioneer in sustainability efforts, positioning itself as a reliable partner for achieving Net-Zero emissions, adhering to Carbon Border Adjustment Mechanism (CBAM) regulations, and ensuring Environmental, Social, and Governance (ESG) compliance for our esteemed clientele.

## Focus on Energy Cost Reduction

At the heart of our green compliance initiatives lies a concerted effort to reduce energy costs. The Company achieves this through a high level of focus on asset quality and a high-performance output of our Power Generating Plants.

## Following Government of India's Goals

India's government spearheads solar advancement initiatives, and the Company anticipates a steady growth trajectory. These initiatives align with our sustainability goals and present significant opportunities for expansion, both domestically and internationally.

## Manufacturing Capacity

The Company's manufacturing activities have surged to near capacity levels, indicative of the robust demand for our sustainable solutions. This momentum underscores our readiness to meet growing market demands and underscores our commitment to contributing to India's solar and renewable energy objectives.

## Global Export Potential

In tandem with our domestic growth, the Company is strategically positioned to leverage export opportunities. As the global community increasingly prioritises sustainability and ESG compliance, our products and services significantly appeal to international markets.

## Firm Growth Plans

With a comprehensive strategy, The Company is poised for substantial growth. As the world pivots towards sustainability and stringent regulatory frameworks, our Company stands ready to meet these challenges and capitalise on emerging opportunities.

# AWARDS AND ACCOLADES



### Soft Disk Solar Awards 2023



Soft Disk's No.1 Indian Rooftop Solution Company of the Year

Soft Disk's No.1 Indian Grid-Sharing Solar Power Solution Provider of the Year

Soft Disk's No.1 Indian Off-Grid Sharing Solar Power Solution Provider of the Year

Soft Disk's No.1 Company for having completed the Largest Number of Rooftop Installations in the country till March 31 2023, both in terms of number of Installations and Wattage



### National Awards for Excellence, 2023



Manufacturer of the Year 2023 (SME & Large Organisation)



### Global Manufacturing Leadership Awards, 2023



Top Manufacturing Company (Solar Powered Equipment)



### Assocham 10<sup>th</sup> MSME Excellence Award 2024



Quality Excellence of the Year

# Corporate Information

## BOARD OF DIRECTORS

### Chairman

Mr. S. ANNADURAI  
(DIN: 00137561)

### Managing Director

Mr. R. CHELLAPPAN  
(DIN:00016958)

### Joint Managing Director

Mr. A. BALAN  
(DIN:00017091)

### Whole Time Directors

Mr. K. V. NACHIAPPAN  
(DIN:00017182)

Mr. V. C. RAGHUNATH  
(DIN:00703922)

Ms. V. C. MIRUNALINI  
(DIN:07860175)

### Non Executive Director (Non-Independent)

Ms. JAYASHREE NACHIAPPAN  
(DIN: 03173327)

### Independent Directors

Mr. G. S. SAMUEL (DIN:05284689)

Mr. S. KRISHNAN (DIN: 07163629)  
(up to March 31, 2024)

Dr. S. INIYAN (DIN: 08355447)

Dr. M. RAVI (DIN: 08066520)

### Chief Financial Officer

Ms. R. NIKHILA

### Company Secretary

Mr. R. SATHISHKUMAR

## REGISTRAR AND TRANSFER AGENT (RTA)

M/s. Cameo Corporate Services Ltd  
Subramanian Building,  
No. 1, Club House Road,  
Anna Salai, Chennai - 600002  
Ph: +91 44 4002 0700  
Online investor portal:  
<https://wisdom.cameoindia.com>

## BANKERS

STATE BANK OF INDIA  
THE HONGKONG AND SHANGHAI  
BANKING CORPORATION LIMITED  
HDFC BANK LIMITED  
BARCLAYS BANK PLC  
CSB BANK LIMITED  
KOTAK MAHINDRA BANK LIMITED  
ICICI BANK LIMITED  
AXIS BANK LIMITED  
DEUTSCHE BANK AG  
ADITYA BIRLA FINANCE LIMITED

## Registered Office

SWELECT Energy Systems Limited  
CIN: L93090TN1994PLC028578  
'SWELECT HOUSE'  
No. 5, Sir P.S. Sivasamy Salai,  
Mylapore, Chennai – 600 004.  
Tel : +91 44 24993266, 24679600  
Fax : +91 44 24995179  
E-mail Id : [cg.ird@swelectes.com](mailto:cg.ird@swelectes.com)  
Website:[www.swelectes.com](http://www.swelectes.com)

## AUDITORS

### Statutory Auditors

M/s.Deloitte Haskins & Sells LLP  
8<sup>th</sup> Floor, ASV N Ramana Tower,  
No. 52, Venkatnarayana Road,  
T. Nagar, Chennai -600017.

### Internal Auditors

M/s. S. K. Ram Associates  
Chartered Accountants  
Old No. 57/2, New No.103,  
P.S. Sivasamy Salai,  
Mylapore, Chennai - 600004.

### Secretarial Auditors

M/s. KRA & Associates  
Practising Company Secretaries  
Door No. 6A, 10<sup>th</sup> Street,  
New Colony, Adambakkam,  
Chennai - 600 088.

### Cost Auditors

M/s. Ravichandran Bhagyalakshmi &  
Associates  
Sankara Krupa, No.105, 3<sup>rd</sup> Street,  
Bhuvaneshwari Nagar, Adambakkam,  
Chennai - 600 088.

**PLANT LOCATIONS:**

No.	Details of Plant	Capacity	Location address
1	Manufacturing facility & Research and Development		58/3(14D, D/1) Salem Main Road, Veerappampalayam PO, Idappadi - 637105, Salem District, Tamil Nadu.
2	Solar Power Plant	12 MW	SF. No. 894/B1, 894/B2, 894/B3, 895/1, 895/2, 895/3, 895/4, 895/5, 895/6, 895/7, 914/1,914/2, 914/3, 914/4, 913/1, 913/2, 913/3,913/4, 913/5,913/6,902/1,902/2,915,916,929/B2, Monjanur Village, Aravakurichi Taluk, Karur District -639206, Tamil Nadu.
3	Solar Power Plant	10 MW	SF. Nos. 369/4, 413/3A, 129/6, 413/2, 407/2, 408/1, 408/2, 408/3, 413/1A, 414/1, 414/2, 584/1B, 584/2, 395/2, 396/1, 396/2, 396/3A, 396/3B, 407/1B, 407/1C1, 129/7 & 414/4A Kolakudi Village,Thottiyam Taluk, Musiri, Trichy - 621208, Tamil Nadu.
4	Solar Power Plant	10 MW	SF. No. 1989, 2101/B1 to B3, 2107/1 to 4, 2101/A1 & 2108/2, Senthamangalam (West) Village, Aravakurichi Taluk, Karur District - 639205, Tamil Nadu.
5	Solar Power Plant	5 MW	SF. Nos. 1107,1108,1116 and 1091 Monjanur Village, Aravakurichi Taluk, Karur District - 639 206, Tamil Nadu.
6	Solar Power Plant	3 MW	SF. No. 902/1 & 899/3 Monjanur Village, Aravakurichi Taluk, Karur District - 639 206, Tamil Nadu.
7	Solar Power Plant	3 MW	SF.Nos. 788, 768 /2, 768 /3 & 767 (P) at Kodanthur (South) Village, Aravakurichi Taluk, (Puduppai), Karur District - 639206, Tamil Nadu
8	Solar Power Plant	2 MW	SF. No. 895/1(P),895/2(P),895/4(P),896/2(P),899/2(P), 899/3(P), 899/4(P), 899/5(P) and 899/6(P) Monjanur Village, Aravakurichi Taluk, Karur District - 639206, Tamil Nadu.
9	Solar Power Plant	2 MW	SF. Nos. 2107/1,2107/2, 2107/3, 2107/4 and 2108/2, Senthamangalam (West) Village, Aravakurichi Taluk, Karur District - 639205, Tamil Nadu.
10	Solar Power Plant	1.1 MW	SF. No. 166 & 169, Sembagoundan Pudur, No. 51, Kuppepalayam Village, Coimbatore - 641107, Tamil Nadu.
11	Solar Power Plant	1 MW	SF. Nos. 30/5 and 78/9 at Manparai Village Musiri Taluk, Trichy District Tamil Nadu – 621006.
12	Wind Mill Power Unit (3 Nos. each 0.5 MW)	1.5 MW	296,224/1 & 294, Naranapuram Village, Ponnapuram, Dharapuram Taluk, Tiruppur District - 638657, Tamil Nadu.

# Board's Report

Our Valued Shareholders,

Your Directors have pleasure in presenting the Twenty Ninth Annual Report on the business and operations of the Company together with the Audited Financial Statements (Standalone and Consolidated) for the year ended March 31, 2024.

## FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

S. No.	Particulars	Standalone		Consolidated	
		For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
1	Revenue from operations	24,636.60	22,891.46	24,278.26	24,570.14
2	Other income	4,532.47	3,211.47	3,654.84	2,408.64
3	Total Income	29,169.07	26,102.93	27,933.10	26,978.78
4	Total Expenditure (Excluding Finance cost, Depreciation and Amortisation)	20,954.12	18,880.08	15,880.60	18,388.72
5	Profit Before Finance cost, Depreciation and Amortisation and Tax	8,214.95	7,222.85	12,052.50	8,590.06
6	Finance Costs	3,329.83	2,532.00	5,095.65	2,966.46
7	Depreciation and Amortisation expense	1,439.86	1,386.93	4,183.29	2,632.34
8	Profit/ (Loss) Before Tax and exceptional items from continuing operations	3,445.26	3,303.92	2,773.56	2,991.26
9	Exceptional items- Gain on Sale of investment/fair value of investment in subsidiary#	1,684.79	-	3,249.66	-
10	Profit before Tax from continuing operations	5,130.05	3,303.92	6,023.22	2,991.26
11	Income Tax Expense	-	38.77	667.39	138.06
12	Net Profit / (Loss) after Tax from continuing operations	5,130.05	3,265.15	5,355.83	2,853.20
13	Net profit/(Loss) from discontinued operations	-	(2,330.73)	954.13	(2,211.09)
14	Net Profit for the year ##	5,130.05	934.42	6,309.96	642.11
15	Other Comprehensive income / (Loss) for the year, net of tax	(61.74)	18.07	(678.99)	1,063.54
16	Total comprehensive income / (Loss) for the year, net of tax	5,068.31	952.49	5,630.97	1,705.65
17	Final Dividend Proposed / Paid on Equity Shares	606.35	181.91	606.35	181.91
18	Equity Share Capital	1,515.88	1,515.88	1,515.88	1,515.88
19	Other equity	76,909.65	72,023.25	82,396.00	77,207.48
20	EPS(₹)	33.84	6.16	41.63	4.24

# The details of Gain on Sale of investment/fair value of investment in subsidiary has been given in the Note no.45 A of the financial statements (consolidated)

## Net Profit after tax for previous financial year is post adjustment of loss on discontinued operations (due to technology obsolescence) as per Note No.40 of the financial statements (standalone).

## STATE OF THE COMPANY'S AFFAIRS

### Major Line of Business

- I Manufacturing: Solar PV Modules, Solar Inverters, String Combiners and Mounting structures
- II Solar Power Systems Integration – Roof top & Ground Mounted Turnkey EPC contracts
- III Green Energy Generation - Independent Power Producer (IPP), Renewable Energy Service Company (RESCO)
- IV Solar water pumping
- V Servo stabilizers
- VI Solar Energy Storage Solutions (new vertical)

SWELECT continues to be a world class Solar Photovoltaic (PV) Solution provider with the reputation of having given the highest quality of products and services.

### GENERAL REVIEW OF THE FINANCIAL PERFORMANCE OF THE COMPANY

During the year, the Company registered a turnover (Standalone) of ₹24,636.60 Lakhs against the previous year turnover of ₹22,891.46 Lakhs. The Company recorded a Net Profit of ₹5,130.05 Lakhs against the previous year Net Profit of ₹934.42 Lakhs.

### DIVIDEND

The Board of Directors have recommended a final Dividend of ₹3/- (Rupees Three Only) @ 30% and a Special Dividend of ₹1/- (Rupee One only) @ 10% aggregating of ₹4/- (Rupees four only) per equity share @ 40% on the Equity Share Capital of ₹15,15,87,600/- (Rupees Fifteen Crore Fifteen Lakhs Eighty Seven Thousand Six Hundred Only), for the year ended March 31, 2024, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company. The outflow for the Company would be ₹606.35 Lakhs towards final and special dividend.

As per the Finance Act, the dividend amount is taxable in the hands of shareholders, if it exceeds ₹5,000/- (Rupees Five Thousand Only) in a financial year and accordingly the payment of dividend is subject to the deduction of income tax as applicable.

### SHARE CAPITAL

During the year under review, there was no change in issued, subscribed and paid-up equity share capital of the Company. On March 31, 2024, it stood at ₹15,15,87,600/- divided into 1,51,58,760 Equity Shares of ₹10/- each.

### TRANSFER TO GENERAL RESERVE

During the year, the Company has not proposed to transfer any amount to general reserve.

### SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company has Seven Wholly Owned Subsidiaries (Out of which Two are incorporated outside India), Five subsidiaries and Three step down subsidiaries as on the date of this report. The Board of Directors at their meeting held on May 24, 2024, have reviewed

the financial statements of the subsidiary companies. In pursuant to the provisions of section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, (as amended) a statement containing salient features of the financial statements of the Company's subsidiaries, in Form AOC-1 is being attached to the financial statements of the Company. The Company does not have any Associates or Joint Ventures as on the date of this report.

### SALE OF EQUITY INVESTMENT MADE IN WHOLLY OWNED SUBSIDIARY COMPANY (AMEX ALLOYS PRIVATE LIMITED)

In order to focus and strengthen its core business activities of the Company i.e. Solar Photovoltaic Modules Manufacturing, distribution of Solar Panels and Balance of Systems in India and Abroad, Engineering, Procurement and Construction (EPC) of Solar Projects and Solar Power Generation (IPP), the Board at its meeting held on October 11, 2023 had decided to sell the entire Equity Investment held in one of its Wholly Owned Subsidiary namely AMEX Alloys Private Limited (AAPL) and obtained the shareholders' approval through Postal Ballot (remote e-voting only) on November 18, 2023.

Accordingly, the Company sold its investment (Tranche 1 - 81.54%) held in equity shares of AAPL to DMW CNC Solutions India Private Limited (Buyer) on March 18, 2024 vide a Share Purchase Agreement (SPA) and subsequent amendment Agreements entered with the Buyer. Consequent to this, AMEX Alloys Private Limited ceased to be a wholly owned subsidiary w.e.f. March 18, 2024. The remaining part of sale consideration (Tranche 2 – 18.46%) shall be made by the Buyer on or before June 30, 2024 as per the terms and conditions of the SPA. As per the Accounting Standard "IND AS", the financial statement of AAPL as on March 18, 2024 (i.e. date of sale of 81.54% shares) has to be consolidated in the financial statements of the Company for the financial year ended March 31, 2024. The remaining financial details (from March 19, 2024 to March 31, 2024) will be consolidated in the financial statements of DMW CNC Solutions India Pvt Ltd to be prepared for the year ended March 31, 2024. Accordingly, the Company prepared its consolidated financial statements for the year ended March 31, 2024 including the financial details of AAPL as on March 18, 2024.

### NEWLY INCORPORATED SUBSIDIARIES

#### 1. SWELECT CLEAN ENERGY PRIVATE LIMITED (SCEPL)

SCEPL was incorporated on June 15, 2023 for the purpose of executing Solar Power Projects under Group Captive Model. Under this entity a 12 MW (6 MW + 6 MW) Solar Power Project was commissioned on Decembr 29, 2023 at Vadakuvelli Village, Thuraiyur Taluk and Reddimangudi Village, Lalgudi Taluk, Tiruchirappalli District, Tamil Nadu to enable Intra State Open Access option of supplying contracted quantity of electricity to third party consumers.

#### 2. ESG SOLAR ENERGY PRIVATE LIMITED

The Company was incorporated on January 4, 2024 with an object of manufacturing, generating, supplying, distributing,

transmitting and dealing in electricity and all forms of energy including Solar and Wind Energy and power sales from the Green energy sources. The Company is exploring the various avenues to commence its business activity.

### **3. SWELECT SUSTAINABLE ENERGY PRIVATE LIMITED**

The Company was incorporated on February 5, 2024 for the purpose of executing Solar Power Projects under Group Captive Model. Under this entity a 7 MW Solar Power Project has been finalised and the construction of solar power plant is under process.

#### **AMALGAMATION OF SUBSIDIARY COMPANIES**

On August 12, 2022, the Board of Directors of the Company, had approved the scheme of Amalgamation of SWELECT Solar Energy Private Limited (Wholly Owned Subsidiary) - Transferor Company - 1 and K J Solar Systems Private Limited (Stepdown Wholly Owned Subsidiary) Transferor Company - 2 with the Company.

Subsequently, the combined petition for the above Amalgamation along with the scheme was filed with the National Company Law Tribunal (NCLT), Chennai Bench.

In the process of hearings, on August 31, 2023 the NCLT had passed an order to dispense for convening of the meetings of shareholders and creditors of Transferor Company 1 and 2 and shareholders meeting for Transferee Company. However, NCLT had directed to convene the meeting of unsecured creditors of Transferee Company to approve the proposed Amalgamation. Accordingly, the meeting of unsecured creditors was held on October 26, 2023 at the registered office of the Transferee Company in the presence of Chairperson and Scrutinizer appointed by the NCLT and the unsecured creditors present at the meeting have approved the resolution for the scheme of Amalgamation.

Subsequently, No objection letters from Regional Director and official Liquidator have been filed with NCLT for its consideration and approval.

The final order for approving the scheme of Amalgamation is awaiting from the NCLT.

#### **DEPOSITS**

The Company did not receive any deposits from the public during the year and no amount of principal or interest was outstanding as on the Balance Sheet date.

#### **DIRECTORS OR KEY MANAGERIAL PERSONNEL**

- Mr. K. V. Nachiappan (DIN: 00017182) Whole Time Director and Mrs. Jayashree Nachiappan (DIN: 03173327) Non-Executive Director of the Company are liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible offers themselves for re-appointment. The Nomination and Remuneration Committee and Board of Directors have recommended the same.

- Dr. S. Iniyan (DIN:08355447), was reappointed as an Independent Director of the Company for a second term of five consecutive years with effect from April 1, 2024 by the Shareholders of the Company at the AGM held on July 26, 2023.
- At the AGM held on July 26, 2023 the Shareholders had passed a special resolution for continuing the directorship of Mr. S. Annadurai, Independent Director of the Company after attaining the age of 75 years.
- At the Board Meeting held on May 24, 2024, Mr. R. Chellappan and Mr. V. C. Raghunath, were reappointed as the Managing Director and Whole Time Director of the Company for a period of five years with effect from May 1, 2025 and July 28, 2024 respectively. Such appointments are subject to approval of the shareholders at the ensuing Annual General Meeting.
- Mr. S. Krishnan, was reappointed as an Independent Director of the Company for a period of five years (second term) w.e.f. April 1, 2019. His term of office was completed on March 31, 2024.

The Profiles of Mr. R. Chellappan, Mr. V. C. Raghunath, Mr. K. V. Nachiappan and Mrs. Jayashree Nachiappan are given separately in the notice of AGM.

The Board recommends the necessary resolutions for the approval of Shareholders at the ensuing Annual General Meeting for the above appointments.

#### **STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR**

The Board at its meeting held on May 29, 2023 had reappointed Dr. S. Iniyan as an Independent Director of the Company for a second term of five years with effect from April 1, 2024 after taking into consideration of integrity, expertise and experience which are needed for sustainable growth of the Company. The above appointment was approved by the Shareholders of the Company at the Annual General Meeting held on July 26, 2023.

Pursuant to the provisions of section 150 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended from time to time), the above Director had registered his details in the portal of Indian Institute of Corporate Affairs and he had completed an online test conducted by the above said institute.

#### **INTEGRITY, EXPERTISE, EXPERIENCE AND PROFICIENCY**

Qualification: Dr. S. Iniyan, had completed B.E., M.E., Ph.D. from Anna University, He was a former Professor & Dean, College of Engineering Guindy, Anna University, Chennai. He had teaching and research experience over 35 years. During his service he was Director of Institute for Energy Studies and also Director of



Centre for University Industry Collaboration. He had completed the International collaborative projects with Croatia, Italy, Australia, Israel and UK. He had received 12 research projects from government funding agencies. He had guided 20 PhD research scholars.

He had published over 300 research papers in the reputed referred International Journals and the International and National conference proceedings. He had received active researcher award 2015 from Anna University. He was the Convener for Kudankulam Nuclear Power Project assigned by the Tamil Nadu government. He was a member of various Technical Societies, Board of Studies, Academic Council, Governing Council etc.

Dr. S. Iniyar possess appropriate Skills, Experience and knowledge in Teaching and research in the electrical and electronics engineering field will benefit the growth of the Company.

### NUMBER OF BOARD MEETINGS

There were ten meetings of the Board of Directors held during the Financial Year 2023-2024. The details are provided in the Corporate Governance Report which forms part of this Annual Report.

### DISCLOSURE ON COMPOSITION OF AUDIT COMMITTEE AND ITS RECOMMENDATION

The details of Composition of Audit Committee along with its terms of reference are given in the Corporate Governance Report. All recommendations of the Audit Committee were accepted by the Board.

### DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has adopted the Vigil mechanism and the details are given in the Corporate Governance Report.

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has put in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has complied with the provisions relating to the constitution of an Internal Complaints Committee (ICC) as required under the said Act to redress the complaints received for sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The members of the Committee are:

#### Corporate Office (Chennai):

**Presiding officer:** Ms. Aarthi Balan

**Members:** Ms. C. Preethy, Ms. Mary Preetha, Mr. R. Kalidasan

#### Plant (Idappadi):

**Presiding officer:** Ms. Preetha Balan

**Members:** Ms. P. Malathi, Ms. A. Kokilavani, Mr. P. Kathirvel

The following is a summary of sexual harassment complaints received and disposed off during the year 2023-2024.

No. of complaints filed during the financial year: Nil

No. of complaints disposed off during the financial year : Nil

No. of complaints pending as on end of the financial year :Nil

### CODE OF CONDUCT AND PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct for its Directors and Employees while performing their duties and responsibilities.

Similarly, Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons has also been adopted by the Company as per the Guidelines issued by the Securities and Exchange Board of India for Prohibition of Insider Trading. The Code prohibits trading in securities of the Company by the Designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

As per the requirement of SEBI, the Company is maintaining a software (Structural Digital Database) wherein the details of Directors, Promoters, Employees and their immediate relatives including the members of the Audit team (statutory, internal, cost and secretarial auditors) have been entered therein and the Company is monitoring the same on periodical basis.

The intimation of trading window closure and handling of unpublished price sensitive information is being communicated to the above persons through the above-mentioned software. The PAN of these persons will be frozen during the trading window closure period by the Stock Exchanges based on the details given by the Company to prevent the insider trading.

All the Directors, Key Managerial Personnel and Senior Management Personnel are aware of the above codes and an annual confirmation on the compliances of the said codes have been received by the Company from the concerned. The declaration to this effect made by the Managing Director is being attached to this report. Code of conduct of Board of Directors and Senior Management Personnel and Code for Insider Trading are made available in the Company's website [www.swelectes.com](http://www.swelectes.com) under investors' page.

### STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) were reappointed as Statutory Auditors of the company at the 27<sup>th</sup> AGM held on July 28, 2022, for a period of five years commencing from the conclusion of 27<sup>th</sup> AGM till the conclusion of 32<sup>nd</sup> AGM.

### STATUTORY AUDITORS REPORT

The Statutory Auditors in their report for the financial year 2023-2024, have given an unmodified opinion on the financial statements of the Company and the same is being attached to this report.

## SECRETARIAL AUDIT REPORT

Secretarial Audit was conducted by KRA & Associates, Practicing Company Secretaries, Chennai in pursuant to the provisions of Section 204 of the Companies Act, 2013. The Secretarial Auditors' Report is also being attached as a part of this Report as Annexure -1. There were no qualifications made by the Secretarial Auditor in their Report.

## COST AUDIT

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and amendments thereof, the Company is required to maintain cost accounting records in respect of the products of the Company and accordingly the Cost Accounting Records are maintained by the Company and Audited as required. Further, the Company has completed the filing of Cost Audit Report, with the Ministry of Corporate Affairs, for the financial year 2022-2023 in eXtensible Business Reporting Language (XBRL) format.

M/s. Ravichandran Bhagyalakshmi & Associates, Cost Auditors of the Company will submit their report for the financial year 2023-2024 within the time limit stipulated in the Companies (Cost Records and Audit) Rules, 2014.

The Board, on the recommendation of the Audit Committee, has appointed M/s. Ravichandran Bhagyalakshmi & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2024-2025. The Board also considered and approved the remuneration of ₹1,50,000/- as recommended by the Audit Committee. In terms of the provisions of section 148 (3) of the Companies Act, 2013 read with Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules 2014, the remuneration of the Cost Auditor shall be ratified by the members of the Company. Accordingly, the Board recommends necessary resolution at the ensuing AGM for ratification.

## MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Conservation of energy, technology absorption and foreign exchange earnings and outgo forms part of the Board's report and is given in Annexure - 2.

## ANNUAL RETURN

The Annual Return of the Company for the financial year 2023-2024 is due to be filed with the Ministry of Corporate Affairs within 60 days from the date of AGM scheduled to be held on July 29, 2024 and the same will be made available on

the website of the Company [www.swelectes.com](http://www.swelectes.com) under web link <https://swelectes.com/annual-return/>, after the said filing is completed.

The Annual Return of the Company for the previous year 2022-2023 is available on the Company's website [www.swelectes.com](http://www.swelectes.com) under web link <https://swelectes.com/annual-return/>.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The details of development and implementation of risk management system are provided in the Corporate Governance Report which forms a part of this report.

## CORPORATE SOCIAL RESPONSIBILITY

The Company undertakes "Corporate Social Responsibility" (CSR) initiatives directly / through agency to the public for improving the quality of life which includes education, environment, rural development, healthcare and women empowerment etc. During the year 2023-2024, the Company has contributed funds to the society for their betterment and the Company will undertake newer CSR initiatives in the years to come.

The Annual Report on CSR Activities in the prescribed format is given in the Annexure - 3.

Details of composition of the CSR Committee, number of meetings held during the year and other particulars are given in the Corporate Governance Report which forms a part of this Report.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with Related Parties were in the ordinary course of business and at arm's length basis.

The disclosure required u/s 134 (3) (h) of the Companies Act, 2013 in form AOC-2 is being annexed to this Report.

The Policy on materiality of Related Party Transactions and on dealing with related party transactions approved by the Board can be accessed on the Company's website [www.swelectes.com](http://www.swelectes.com) under investors' page. Members may refer to the notes to the financial statements which sets out related party disclosures for the current and previous financial years.

## SIGNIFICANT AND MATERIAL ORDERS

During the year there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

## INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, Report which forms a part of this report.

## ANNUAL BOARD EVALUATION AND FAMILIARIZING PROGRAMME

The Nomination and Remuneration Committee had evaluated the performance of all Directors of the Company at its meeting held on February 8, 2024 and satisfied with the same. The Board at its meeting held on February 9, 2024 carried out an annual evaluation of its own performance, the directors and committees of the Board based on the guideline formulated by the Nomination & Remuneration Committee. Board composition, quality and timely flow of information, frequency of meetings and level of participation in discussions were some of the parameters considered during the evaluation process. The Board conveyed their satisfactory opinion on the above evaluation.

Further, during the year the Independent Directors of the Company met on February 8, 2024 to review the performance of non-independent directors, Chairperson of the Board and the Board of Directors as a whole. The Independent Directors had conveyed their satisfactory opinion with regard to review and access of certain details as stated above.

The Independent Directors of the Company are being familiarized by the management and outside professional experts at frequent intervals with regard to nature of the business, business model, their roles, rights and responsibilities, updation on the statutory requirements applicable to the Company and other relevant information to the Company. The details of the programs attended by the Independent Directors are available on the website of the Company.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year March 31, 2024 and the date of this report May 24, 2024.

## DISCLOSURE OF ACCOUNTING TREATMENT

The Company has followed the Accounting Standards specified under Rule 3 and 4 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) to the extent applicable, in the preparation of the financial statements.

## CORPORATE GOVERNANCE CERTIFICATE

A report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is being attached to this Report.

A Compliance Certificate from Mr. R. Kannan, Partner of KRA & Associates, Practicing Company Secretaries, regarding

compliance of conditions of Corporate Governance as stipulated under the aforesaid regulation is also annexed to this report.

## DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134(5) of the Companies Act, 2013, your directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that year;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT 2013, OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors have stated that, no fraud by the Company or no material fraud on the Company by its officers and employees had been noticed or reported during the year.

## DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149 (7) of the Companies Act, 2013, the Independent Directors of the Company have given a declaration to the Company that they qualify the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## POLICY ON NOMINATION AND REMUNERATION AND PERFORMANCE EVALUATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Board, based on the recommendation of the Nomination and Remuneration Committee, had formulated a policy on remuneration of Directors, Key Managerial Personnel and Senior

Management Personnel of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel. The Nomination and Remuneration Policy is given in Annexure - 4. The same is also available on the Company's website under a web link : <https://swelectes.com/wp-content/uploads/2018/01/Nomination-remuneration-policy.pdf>

### **PARTICULARS OF EMPLOYEES**

Pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), the required details are given in Annexure - 5.

### **SECRETARIAL STANDARDS**

The Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India during the year in pursuant to the directions of Ministry of Corporate Affairs.

### **ACKNOWLEDGEMENT**

Your Board places on record its appreciation of the support and co-operation received from the Government of India, State Governments, Banks, Suppliers, Employees, Customers and Vendors, whom your company looks upon as its valued partners in the path of progress. Your Directors also wish to place on record their appreciation for the valuable services rendered by Depositories, Stock Exchanges, professionals and the Registrar and Transfer Agent. Your Directors thank all valuable Investors who have been with the Company all these years and are also very much pleased to welcome all the new Investors and thank them for their continued patronage and confidence reposed in the Management.

#### **For and on behalf of the Board of Directors**

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R. CHELLAPPAN**  
Managing Director

Sd/-  
**A. BALAN**  
Joint Managing Director

# Management Discussion and Analysis

## INDUSTRY STRUCTURE AND DEVELOPMENTS KEY HIGHLIGHTS

The Indian solar industry is undergoing significant transformation, with a growing emphasis on domestically manufactured solar photovoltaic panels and Balance of system components. The reinstatement of the Approved List of Module Manufacturers (ALMM) reflects the clear commitment of the Indian Government to foster and bolster the indigenous solar equipment manufacturing sector, thereby positioning India as a significant global player in both manufacturing and services segments of the solar industry.

In recent years, the Indian solar industry has undergone significant maturation, garnering widespread acceptance as a dependable and sustainable alternative to conventional power sources. Notably, India has successfully augmented its solar capacities by over 13 gigawatts during the FY 2023-2024.

Meanwhile, the Company has demonstrated commendable growth, achieving an impressive uptick of 8% in its topline. This growth can be attributed to our robust performance in product sales, execution of Turnkey EPC projects, and energy sales. Such achievements underscore our commitment to delivering value across diverse sectors and highlight our sustained efforts towards driving positive impact in the renewable energy landscape.

## Expansion in Solar Power Generation and Systems Integration

1. **Product Sales Revenue Growth:** SWELECT has achieved a notable increase of over 12% in its product sales revenue, driven primarily by sales of solar panels, Module Manufacturing Structure (MMS) and Balance of System (BOS) items.
2. **EPC Project Portfolio:** The Company's order book currently stands at over 88 megawatts (MW) of Engineering, Procurement and Construction (EPC) projects. Of this total, 47 MW of projects have been successfully commissioned, showcasing SWELECT's ability to deliver on large-scale projects.
3. **EPC Project Progress:** Construction is underway for over 41 MW of projects, demonstrating SWELECTs' ongoing commitment to project execution and delivery within stipulated timelines.
4. **Energy Sales Projects:** The Company has made significant strides in energy sales projects, with an additional capacity exceeding 46 MW. Notably, 22 MW of these projects have already been commissioned, underscoring the Company's capacity to convert projects into operational assets.

5. **Ongoing Project Development:** Construction activities are ongoing for the remaining 24 MW of energy sales projects, indicating SWELECTs' sustained focus on expanding its operational footprint and contributing to India's renewable energy objectives.

## AWARDS / CREDENTIALS

- Ø National Awards for Excellence - 2023
  - **Manufacturer of the Year 2023 (SME & Large Organization)**
- Ø Soft Disk Solar Awards – 2023
  - **Soft Disk's No.1 Indian Rooftop Solution Company of the Year.**
  - **Soft Disk's No.1 Indian Grid Sharing Solar Power Solution Provider of the Year.**
  - **Soft Disk's No.1 Indian Off Grid Sharing Solar Power Solution Provider of the year.**
  - **Soft Disk's No.1 Company for the Largest Number of Rooftop Installations in India till March 31, 2023, in terms of both number of installations and wattage**
- Ø Global Manufacturing Leadership Awards - 2023
  - **Top Manufacturing Company (Solar Powered Equipment)**

## Opportunities in the Clean Energy Sector

The escalating demand for clean energy, fueled by increasing energy requirements, offers significant business opportunities for Indian clean energy companies. The Indian Government's robust endorsement of the "Make in India" programme initiative and its ambition to establish the country as a global manufacturing hub will likely bolster Indian solar equipment manufacturers. Moreover, decreasing raw materials costs and technological advancements render investment in solar energy an increasingly attractive proposition. Additionally, Innovative financing models, spurred by the mandatory reduction of carbon footprints, have markedly enhanced the adoption of clean energy solutions.

## Threats to the Solar Industry

The Indian solar industry frequently grapples with policy uncertainties and a lack of long-term vision, which introduces investment planning insecurities. Geopolitical tensions and trade disputes contribute to supply chain disruptions, presenting new challenges in project timelines and funding. Furthermore, grid integration issues, such as grid stability and availability, continue to pose significant hurdles in the sector. Land acquisition and the procurement of related permits remain chronic challenges that the industry must address.

## SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE (STANDALONE)

### Business Segmentation Overview

SWELECT ENERGY SYSTEMS LIMITED (SESL) operates primarily under one business segment as defined under IND AS 108 — “Solar and other Related Activities”. This classification underscores the company’s focused strategy in the solar energy sector.

### Product-Wise Performance for Financial Years 2022-2023 and 2023-2024

The Product-wise performance of the Company for the financial years 2022-2023 and 2023-2024 are detailed below:

(₹ in Lakhs)

Product Name	Revenue	
	March 31, 2024	March 31, 2023
Solar Photovoltaic Panels	177.43	2,677.60
Solar Power Generating Systems and accessories	18,363.90	13,792.16
Traded Goods	374.51	912.31
Solar Power	4,354.88	3,879.61
Wind Power	121.98	93.84
Sale of Services	311.19	308.73
<b>Grand Total</b>	<b>23,703.89</b>	<b>21,664.25</b>

### Outlook for the Indian Solar Industry

Indian solar industry presents a promising future and holds a central position in the global clean tech ecosystem. As one of the fastest developing economies, India’s need for clean energy is more urgent than ever. The governments ambitious target of achieving 500 GW of renewable energy capacity by 2030 is driving the industry to make significant investments in manufacturing capabilities within the country. Furthermore, the mandatory compliance with carbon neutrality, especially in Environmental, Social and Governance (ESG) aspects, has positioned solar energy as a viable and attractive investment. Technological advancements in grid integration solutions, particularly those that combine Solar, wind and storage, are opening new business avenues and addressing many of the grid integration challenges inherent to intermittent renewable energies.

### RISKS AND CONCERNS

Currently, there are no notable risks or concerns as the management diligently monitor domestic and international market dynamics. The leadership team is proactively engaged in considering all major factors and working to mitigate any potential risks that may arise.

### RISK MANAGEMENT COMMITTEE

Though the Company is not categorised under Regulation 21(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established

a Risk Management Committee. This committee is tasked with continuously monitoring business and operational risks through an efficient risk management system.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains an Internal Control System commensurate with the size, scale, and complexity of its operations. Management clearly defines the scope and authority of the Internal Audit function.

These reports assess the efficacy and adequacy of the internal control system within the Company, ensuring compliance with operating systems, accounting procedures and policies at all locations. Based on the findings of the internal auditors, the Audit Committee/Management takes corrective actions in respective areas, thereby strengthening the controls.

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

#### Standalone Performance

During the FY 2023-2024, the Company registered a turnover (Standalone) of ₹24,636.60 Lakhs, showcasing an increase from the previous year turnover of ₹22,891.46 Lakhs. This growth highlights the company’s robust operational efficiency and market strategies.

The net profit for the year was notably higher at ₹5,130.05 Lakhs compared to ₹934.42 Lakhs in the previous year, demonstrating a significant improvement in profitability. The Earnings Per Share (EPS), both basic and diluted, stood at ₹33.84, reflecting the company’s strong earnings potential and financial health.

The increase in Net Profit includes an exceptional gain of ₹1,684.79 Lakhs on account of sale of Wholly Owned Subsidiary Company namely AMEX Alloys Private Limited.

#### Consolidated Performance

The Company reported a turnover of ₹24,278.26 Lakhs for the FY 2023-2024, slightly below the previous year’s ₹24,570.14 Lakhs. Despite a marginal decrease in turnover, the company’s consolidated financial health remains strong.

The net profit after tax for the current year was ₹6,309.96 Lakhs, a substantial increase from ₹642.11 Lakhs in the previous year, indicating effective cost management and operational optimizations. The EPS for the year was ₹41.63, suggesting enhanced shareholder value on a consolidated level.

The increase in Net Profit includes an exceptional gain of ₹3,249.66 Lakhs on account of sale of Wholly Owned Subsidiary Company namely AMEX Alloys Private Limited.

## THE FINANCIAL HIGHLIGHTS OF THE COMPANY FOR TEN YEARS

(Standalone)

											(₹ In Lakhs)
S.No	Particulars	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
1	Revenue from operations	4,887.50	16,315.86	17,006.97	17,382.92	11,984.43	14,204.04	18,453.22	28,572.86	22,891.46	24,636.60
2	Other Income	2,478.58	3,339.12	4,615.85	3,807.93	3,494.58	3,170.98	3,279.04	3,059.14	3,211.47	4,532.47
3	Total income from operations	7,366.08	19,654.98	21,622.82	21,190.85	15,479.01	17,375.02	21,732.26	31,632.00	26,102.93	29,169.07
4	Employee Cost	665.75	1,112.23	1,151.30	1,140.03	1,264.19	1,194.66	1,217.53	1,410.73	1,319.79	1,491.31
5	Excise Duty	54.49	61.34	44.97	8.50	-	-	-	-	-	-
6	Other Operating Expenditure	4,216.20	14,232.86	14,941.83	15,031.85	10,544.70	12,484.42	14,595.67	23,087.27	17,560.29	19,462.81
7	Profit Before Finance cost, Depreciation and Amortisation and Tax	2,429.64	4,248.55	5,484.72	5,010.47	3,670.12	3,695.94	5,919.06	7,134.00	7,222.85	8,214.95
8	Finance Costs	1,059.90	960.96	529.55	580.58	744.63	981.15	1,249.12	2,063.49	2,532.00	3,329.83
9	Depreciation and amortization	871.71	1,251.04	1,114.44	1,343.04	1,415.41	1,659.43	1,547.79	1,691.44	1,386.93	1,439.86
10	Profit before tax	294.91	2,118.22	3,840.73	3,086.85	1,540.08	1,055.36	3,122.15	3,379.07	3,303.92	3,445.26
11	Exceptional items – Gain on sale/fair value of investment in subsidiary	-	-	-	-	-	-	-	-	-	#1,684.79
12	Profit/(Loss) after tax	132.94	1,201.07	2,937.85	2,346.93	1,105.35	(1,673.16)	2,431.15	3,379.07	3,265.15	5,130.05
13	Net (loss) from discontinued operations	-	-	-	-	-	-	-	-	(2,330.73)	-
14	Net Profit / (Loss) for the year	132.94	1,201.07	2,937.85	2,346.93	1,105.35	(1,673.16)	2,431.15	3,379.07	##934.42	5,130.05
15	EPS (₹)	1.32	11.88	29.07	23.22	7.29	(11.04)	16.04	22.29	6.16	33.84
16	Interim Dividend paid (₹ per share)	-	3.00	-	-	-	1.25	-	-	-	-
17	Final Dividend paid / proposed (₹ per share)	2.50	1.00	4.00	4.00	2.50	0.75	3.00	3.00	1.20	*4.00

# The details of Gain on Sale of investment/fair value of investment in subsidiary has been given in the Note no.45 A of the financial statements (consolidated)

## Net Profit after tax for the previous financial year is post adjustment of loss on discontinued operations (due to technology obsolescence) as per Note No.40 of the financial statements (standalone).

\* Proposed (Final dividend of ₹3/- per share and a special dividend of ₹1/- per share)

### SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The details of significant changes in key financial ratios for the year are comprehensively detailed in the Note No.43 of the Standalone Financial Statements. This note provides a thorough explanation for each change to help stakeholders for better understanding of the financial dynamics of the year.

### DETAILS OF ANY CHANGE IN RETURN ON NET WORTH

Details of the change in Return on Net Worth are given in the Note No.43 of the Standalone Financial Statements.

### MATERIAL DEVELOPMENTS IN THE HUMAN RESOURCES / INDUSTRIAL RELATIONS

#### Human Resources

Employees are our most vital and valuable assets. The Company has maintained a favourable work environment that fosters innovation and motivation. The Management is committed to investing in people through various Learning & Development initiatives, nurturing leadership and providing growth opportunities across all levels. As of March 31, 2024, the company has a total of 279 permanent employees.

### **Welfare / Social Activities:**

The Company sponsors various social welfare activities to enhance internal team-building cohesion. The “SWEES EMPLOYEES WELFARE TRUST” focuses primarily on the welfare of the employees. Additionally, the Company continuously focuses on Corporate Social Responsibility (CSR) activities, adhering to the guidelines prescribed by the Companies Act, 2013.

### **CAUTIONARY STATEMENT**

Certain statements in this Management Discussion and Analysis Report, describing the company’s future projections are “Forward-Looking Statements” under applicable laws and regulations. Actual results could differ materially from those projected due to several factors, including but not limited to economic conditions that impact demand/supply and price conditions in the domestic and international markets, changes in government regulations, tax laws, and other incidental factors.

### **For and on behalf of the Board of Directors**

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R. CHELLAPPAN**  
Managing Director

Sd/-  
**A. BALAN**  
Joint Managing Director



# Report on Corporate Governance

[As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

## 1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company upholds the core values of transparency, integrity and accountability in all facets of its operations and maintains the highest standards of Corporate Governance in its conduct towards the shareholders, customers, suppliers and the Government. The Company believes that good Corporate Governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the goal of maximizing value for all its stakeholders. It encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons.

## 2) BOARD OF DIRECTORS

### i) Composition and Category of Directors

Name	Category	Attendance			No. of Chairpersons / Directorships in other Companies		No. of Committee Chairpersons / Memberships in other Companies		Names of other Directorship of the listed Company & Category
		No. of Board Meetings held	No. of Board Meetings attended	Attendance at last Annual General Meeting	Chairperson	Directorship	Chairperson	Member	
Mr. S. Annadurai	Chairperson Independent Non-Executive	10	10	Yes	-	4	-	-	-
Mr. R. Chellappan	Promoter - Managing Director	10	10	Yes	-	10*	-	1	-
Mr. A. Balan	Promoter - Joint Managing Director	10	9	Yes	-	10	-	1	-
Mr. K. V. Nachiappan	Promoter - Whole Time Director	10	10	Yes	-	6	-	1	-
Mr. V.C. Raghunath	Promoter Group - Whole Time Director	10	9	Yes	-	8*	-	3	-
Ms. V. C. Mirunalini	Promoter Group - Whole Time Director	10	10	No	-	3	-	-	-
Ms. Jayashree Nachiappan	Promoter Group – Non Executive	10	10	Yes	-	4	-	-	-
Mr. G. S. Samuel	Independent Non-Executive	10	10	Yes	-	3	-	4	Butterfly Gandhimathi Appliances Limited – Independent Director
Mr. S. Krishnan #	Independent Non-Executive	10	9	Yes	-	5	4	2	-
Dr. S. Iniyam	Independent Non-Executive	10	10	Yes	-	4	2	4	-
Dr. M. Ravi	Independent Non-Executive	10	10	Yes	-	1	-	2	Tulsyan NEC Limited – Independent Director

\* Excludes directorship in the Companies incorporated outside India.

# Mr. S. Krishnan, Independent Director, has completed his second term of his office on March 31, 2024.

As on March 31, 2024, the Board of Directors consists of both Executive and Non-Executive Directors.

Executive Directors : 5

Non-Executive Directors : 6

**ii) Details of Board Meetings held during the year:**

29.05.2023, 12.08.2023, 30.09.2023, 11.10.2023, 08.11.2023, 09.12.2023, 27.01.2024, 09.02.2024, 14.03.2024 and 28.03.2024

**iii) Disclosure of relationships between Directors inter-se:**

- Mr. R. Chellappan - Father of Mr. V.C. Raghunath and Ms. V.C. Mirunalini, Whole Time Directors.
- Mr. K.V. Nachiappan - Husband of Ms. Jayashree Nachiappan, Non-Executive Director.
- None of the other Directors are related to each other.

**iv) Number of shares and convertible instruments held by Non-Executive Directors as on March 31, 2024**

Name of the Director	Category	Number of Equity shares	Convertible Instruments
Mr. S. Annadurai	Chairperson, Non-Executive, Independent Director	150	Nil
Mr. G.S. Samuel	Non-Executive, Independent Director	15	Nil
Mr. S. Krishnan	Non-Executive, Independent Director	0	Nil
Ms. Jayashree Nachiappan	Non-Executive, Non-Independent Director	1375	Nil
Dr. S. Iniyar	Non-Executive, Independent Director	0	Nil
Dr. M. Ravi	Non-Executive, Independent Director	0	Nil

**v) Web link where details of familiarization programs imparted to independent directors is disclosed:**

<https://swelectes.com/wp-content/uploads/2024/04/Familiarisation-program.pdf>

**vi) The following are the skills / expertise / competence of the board of directors to be able to monitor and contribute towards the business growth effectively:**

**Systems and Practice:**

The Board has a set of systems and practices to ensure that the Company's performance is monitored periodically and guided internally for improvement of the Company's overall performance. Directors ensure best practices in all transactions and all divisions are being managed in a manner which ensures accountability, transparency and fairness in all transactions.

**Governance:**

The Board upholds the core values of transparency, integrity and accountability in all facets of its operations and maintains the highest standards of Corporate Governance in its conduct towards the shareholders, customers, suppliers and the Government. All Committees ensured that the governance areas are well addressed.

During the year, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s). The core skills / expertise / competencies as identified by the Board of Directors as required in the context of the Company's business(es) and sector(s) for it to function effectively and those actually available with the Board are given below. The matrix below highlights the skills and expertise, which are currently available with the Board of the Company.

Name of the Director	Area of skills/expertise/competence							
	Leadership and operational experience	Strategic planning	Sector/ Industry knowledge & Experience	Research and Development and Innovation Technology	Financial	Legal and Regulatory	Risk Management	Corporate Governance
Mr. S. Annadurai	✓				✓	✓	✓	
Mr. R. Chellappan	✓	✓	✓	✓	✓	✓	✓	✓
Mr. A. Balan	✓		✓					
Mr. K. V. Nachiappan			✓					
Mr. V.C. Raghunath		✓	✓					
Ms. V. C. Mirunalini			✓	✓				
Ms. Jayashree Nachiappan			✓		✓			

Name of the Director	Area of skills/expertise/competence							
	Leadership and operational experience	Strategic planning	Sector/ Industry knowledge & Experience	Research and Development and Innovation Technology	Financial	Legal and Regulatory	Risk Management	Corporate Governance
Mr. G. S. Samuel		✓	✓		✓	✓	✓	✓
Mr. S. Krishnan			✓		✓	✓	✓	✓
Dr. S. Iniyar			✓	✓				
Dr. M. Ravi	✓	✓			✓	✓	✓	

It may also be noted that the absence of a mark, against a member's name, does not necessarily mean the member does not possess the qualification and other such skills.

### vii) Confirmation with respect to Independent Directors:

The Board has confirmed that the independent directors have fulfilled the conditions as specified in the SEBI (LODR) Regulations, 2015 and are independent of the management.

## 3) AUDIT COMMITTEE

### i) Brief description of terms of reference:

#### Financials

- Review of the quarterly/half-yearly/annual financial statements with reference to changes, if any, in accounting policies and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management, adjustments, if any, arising out of audit findings.
- Compliance with listing and legal requirements relating to the financial statements, qualifications if any, in the draft audit report.

#### Internal controls and risk management

- Review of internal audit function and discussion on internal audit reports.
- Review of vigil mechanism and adequacy of internal control systems.

- Evaluation of internal financial controls and risk management systems.

### Compliance and other related aspects

- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company.
- Uses/application of funds raised through an issue.
- Review and recommendation of appointment, remuneration and terms of appointment of statutory auditors.
- Review and monitor the auditor's independence, performance and effectiveness of audit process.
- Review of other services rendered by the statutory auditors.
- Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors, internal audit reports.
- Monitoring the end use of funds raised through public offers and related matters.
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.

### ii) Composition, name of members, chairperson, meetings and attendance during the year:

Name of Members and Chairperson	Category	No. of Meetings held	Attendance
Mr. G.S. Samuel	Chairperson, Non - Executive, Independent Director	7	7
Mr. S. Annadurai	Member, Non - Executive, Independent Director	7	7
Ms. Jayashree Nachiappan	Member, Non - Executive, Non-Independent Director	7	7

Date of the Meetings held during the year: 29.05.2023, 12.08.2023, 11.10.2023, 08.11.2023, 24.01.2024, 09.02.2024 and 28.03.2024.

#### 4) **NOMINATION AND REMUNERATION COMMITTEE**

##### i) **Brief description of terms of reference:**

- Formulation of the criteria for determining the qualification, positive attributes and independence of a Director and recommend to the Board, a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.

- Devising a policy on the Board diversity.
- Identifying persons who are qualified to become Directors and who may be appointed in the Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of the Independent Directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

##### ii) **Composition, name of members, chairperson, meetings and attendance during the year:**

Name of Members and Chairperson	Category	No. of Meetings held	Attendance
Mr. G.S. Samuel	Chairperson, Non-Executive, Independent Director	4	4
Mr. S. Krishnan	Member, Non-Executive, Independent Director	4	4
Ms. Jayashree Nachiappan	Member, Non-Executive, Non-Independent Director	4	4

Date of the Meetings held during the year: 27.05.2023, 11.08.2023, 8.11.2023 and 08.02.2024

##### iii) **Performance evaluation criteria for Independent Directors**

###### **General Criteria:**

- Highest personal and professional ethics, integrity and values;
- Inquisitive, objective, perspective, practical wisdom and mature judgement;
- Demonstrated intelligence, maturity, wisdom and independent judgement;
- Self-confidence to contribute to board deliberations and stature such that other board members will respect their view;
- The willingness and commitment to devote the extensive time necessary to fulfill their duties;
- The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others; and

- The skills, knowledge and expertise relevant to the Company's business, with extensive experience at a senior leadership level in a comparable company or organization, including, but not limited to relevant experience in manufacturing, international operations, public service, finance, accounting, strategic planning, supply chain, technology and marketing.

###### **Specific Criteria:**

- Participation and contribution by the Director;
- Commitment, including guidance provided to the Senior Management outside of Board / Committee Meetings;
- Effective deployment of knowledge and expertise;
- Effective management of relationship with various stakeholders;
- Independence of behaviour and judgement;
- Maintenance of confidentiality of critical issues

#### 5) **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

##### **Composition, name of members and chairperson, meetings and attendance during the year:**

Name of Members and Chairperson	Category	No. of Meetings held	Attendance
Mr. G. S. Samuel	Chairperson, Non-Executive, Independent Director	1	1
Mr. K. V. Nachiappan	Member, Executive, Non-Independent Director	1	1
Ms. Jayashree Nachiappan	Member, Non-Executive, Non-Independent Director	1	1

Date of the Meeting held during the year: February 08, 2024

Name of the non-executive director heading the committee: Mr. G.S. Samuel

Name and designation of Compliance officer: Mr. R. Sathishkumar, Company Secretary & Compliance Officer

Details of complaints received from Shareholders during the year are as follows:

Number of Shareholders' complaints received during the financial year	Number of complaints not solved to the satisfaction of shareholders	Number of pending complaints
Nil	Nil	Nil

## 6) REMUNERATION OF DIRECTORS

i) Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company: NIL

ii) Criteria of making payments to Non-Executive Directors:

### Sitting fees:

The Non-Executive Directors are being paid with sitting fees for attending the Board and Committee meetings of the Company, as detailed below.

Sl. No.	Nature of Meeting	Sitting fees for each meeting (₹)
1.	Board	25,000
2.	Audit Committee	15,000
3.	Stakeholders Relationship Committee	15,000

### Commission:

Currently the Company is not paying any Commission to its Non-Executive Directors.

iii) a) Details of remuneration paid during the year:

#### Non-Executive Directors:

					(₹ in Lakhs)
Name	Category	Sitting fees	Commission	Total	
Mr. S. Annadurai	Independent	3.55	-	3.55	
Mr. G. S. Samuel	Independent	3.70	-	3.70	
Mr. S. Krishnan	Independent	2.25	-	2.25	
Dr. S. Iniyar	Independent	2.50	-	2.50	
Dr. M. Ravi	Independent	2.50	-	2.50	
Ms. Jayashree Nachiappan	Non-Independent	3.70	-	3.70	
<b>Total</b>		<b>18.20</b>	<b>-</b>	<b>18.20</b>	

#### Executive Directors:

The Executive Directors are paid remuneration as recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors and Shareholders at the General Meeting. The Company has not granted stock options to any director or employee of the company or any other person.

								(₹ in Lakhs)
Name	Salary	Commission	Contribution to PF	Incentive, Bonus	LTA/EL/ Furnishing allowance	Perquisites	Total	
Mr. R. Chellappan *	0.00	16.51	0.00	0.00	6.00	0.00	22.51	
Mr. A. Balan	30.00	4.13	0.00	0.00	5.50	5.08	44.71	
Mr. K. V. Nachiappan	27.00	4.13	0.00	0.00	5.25	1.38	37.76	
Mr. V.C. Raghunath	19.66	1.65	0.22	2.56	0.42	0.00	24.51	
Ms. V.C. Mirunalini	18.90	1.65	0.22	2.26	0.35	0.00	23.38	
<b>Total</b>	<b>99.46</b>	<b>28.07</b>	<b>0.44</b>	<b>4.82</b>	<b>17.52</b>	<b>6.46</b>	<b>152.87</b>	

\* Mr. R. Chellappan, Managing Director has opted for waiver of monthly salary w.e.f 1.10.2022 and the same has been accepted by the NRC and the Board. Accordingly, his salary for the period from 01.04.2023 to 31.03.2024 is mentioned as NIL.

**b) Service contracts, notice period, severance fees:**

**Executive Directors**

Name	Designation	Term of appointment		Remuneration	
		Date of appointment / Date of Annual General Meeting	Service Contracts / Period of contract	Date of Annual General Meeting / Postal Ballot	Approval for the period
Mr. R. Chellappan	Managing Director	09.08.2019	5 years - May 01, 2020 to April 30, 2025	July 28, 2022	May 1, 2023 to April 30, 2025
Mr. A. Balan	Joint Managing Director	10.09.2020	5 years – October 03, 2020 to October 02, 2025	July 28, 2022	April 1, 2023 to October 02, 2025
Mr. K.V. Nachiappan	Whole time Director	28.07.2022	5 years – April 20, 2023 to April 19, 2028	July 28, 2022	April 1, 2023 to March 31, 2026
Mr. V.C. Raghunath	Whole time Director	09.08.2019	5 years – July 28, 2019 to July 27, 2024	November 18, 2023	August 1, 2023 to July 27, 2024
Ms. V.C. Mirunalini	Whole time Director	28.07.2022	5 years – June 28, 2022 to June 27, 2027	November 18, 2023	August 1, 2022 to March 31, 2025

Note: The Board at its meeting held on May 24, 2024, re-appointed Mr. R. Chellappan as Managing Director, for a period of five years from May 1, 2025 to April 30, 2030, and Mr. V.C. Raghunath as a Whole Time Director for a period of five years from July 28, 2024 to July 27, 2029, subject to approval of the shareholders at the ensuing Annual General Meeting.

**Non Executive Director – Non Independent**

Name	Date of appointment	Reappointed u/s 152(6)
Ms. Jayashree Nachiappan	13.08.2012	July 28, 2022

**Independent Directors**

Name	Period of contract / Date of appointment	Date of AGM / Postal Ballot
Mr. S. Annadurai	June 28, 2022 to June 27, 2027 – 5 years	AGM July 26, 2021 & July 26, 2023
Mr. G.S. Samuel	July 28, 2021 to July 27, 2025 – 4 years	AGM July 26, 2021
Mr. S. Krishnan	April 01, 2019 to March 31, 2024 – 5 years	Postal Ballot March 27, 2019
Dr. S. Iniyani	April 01, 2024 to March 31, 2029 – 5 years	AGM July 26, 2023
Dr. M. Ravi	February 11, 2023 to February 10, 2028 – 5 years	Postal Ballot March 22, 2023

The notice period will be as per Company's policy and there is no separate provision for payment of severance fees. Independent Directors are not liable to retire by rotation as per the provisions of the Companies Act, 2013. The terms and conditions of appointment of Independent Directors are available in the Company's website link: <https://swelectes.com/investors/>

The Company's Remuneration Policy is available on the website of the Company [www.swelectes.com](http://www.swelectes.com)

**7) GENERAL BODY MEETINGS**

**i) Location and time, where last three Annual General Meetings held:**

Year	Location	Date	Time
2020-2021	26 <sup>th</sup> AGM - Through Video Conferencing (VC) facility or Other Audio Visual Means (OAVM) Means ('OAVM')	July 26, 2021	3.30 P.M.
2021-2022	27 <sup>th</sup> AGM - Through Video Conferencing (VC) facility or Other Audio Visual Means (OAVM) Means ('OAVM')	July 28, 2022	3.30 P.M.
2022-2023	28 <sup>th</sup> AGM - Through Video Conferencing (VC) facility or Other Audio Visual Means (OAVM) Means ('OAVM')	July 26, 2023	3.30 P.M.

**ii) Whether any special resolutions were passed in the previous three Annual General Meetings:**

At the Annual General Meeting held on July 26, 2021, Five special resolutions were passed for the purpose of:

- Re-appointment of Mr. Gnanasekar Sukumar Samuel (DIN: 05284689) as an Independent Director.
- Re-appointment of Mr. Sundaram Annadurai (DIN: 00137561) as an Independent Director.
- Approval for the borrowing powers of the company not exceeding ₹400 crores (Rupees Four Hundred Crores only) at any point in time.
- Authorisation to create charge on properties of the Company, both present and future and
- Approval for giving loan or guarantee or providing security under Section 185 of the Companies Act, 2013, up to a sum not exceeding ₹200 Crores [Rupees Two Hundred Crores Only] at any point in time.

At the Annual General Meeting held on July 28, 2022, Seven special resolutions were passed for the purpose of:

- Re-appointment of Ms. V. C. Mirunalini (DIN: 07860175) as a Whole Time Director of the Company and approval of Remuneration for the period from April 01, 2022 to March 31, 2025
- Re-appointment of Mr. K.V. Nachiappan (DIN: 00017182) as a Whole Time Director of the Company and approval of Remuneration for the period from April 1, 2023 to March 31, 2026
- Fix the terms and conditions in the appointment of Mr. R. Chellappan, Managing Director of the Company for the period from May 1, 2023 to April 30, 2025

- Fix the terms and conditions in the appointment of Mr. V. C. Raghunath, Whole Time Director of the Company for the period from April 1, 2023 to July 27, 2024
- Fix the terms and conditions in the appointment of Mr. A. Balan, Whole Time Director (Joint Managing Director) of the Company for the period from April 1, 2023 to October 02, 2025
- Approval for giving loan or guarantee or providing security under Section 185 of the Companies Act, 2013
- Sale / Lease / Disposal of the Solar Photovoltaics Module Manufacturing Plant (undertaking) as a whole or in parts located at Dabaspet, Bengaluru, Karnataka

At the Annual General Meeting held on July 26, 2023, Four special resolutions were passed for the purpose of:

- Continuation of Directorship of Mr. S. Annadurai (DIN: 00137561) as an Independent Director who is attaining age of 75 years
- Re-appointment of Dr. S. Iniyan (DIN: 08355447) as an Independent Director
- Approval for giving loan or guarantee or providing security under Section 185 of the Companies Act, 2013
- Approval for increasing the limit with respect to providing loan, guarantee and security and investment under section 186 of the Companies Act, 2013

**iii) Whether any special resolution was passed last year through postal ballot: Yes**

On November 18, 2023, the shareholders have passed 4 (Four) special resolutions through postal ballot and details are given in the voting pattern below:

**iv) Details of voting pattern of the above Postal Ballot**

<b>Special Resolution (1) - APPROVAL FOR DIVESTMENT UP TO 100% STAKE IN AMEX ALLOYS PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY COMPANY)</b>								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		8543963	99.9958	8543963	0	100	0
	Poll	8544318	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>8544318</b>	<b>8543963</b>	<b>99.9958</b>	<b>8543963</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	69181	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>69181</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		1100474	16.8133	1098778	1696	99.8459	0.1541
	Poll	6545261	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6545261</b>	<b>1100474</b>	<b>16.8133</b>	<b>1098778</b>	<b>1696</b>	<b>99.8459</b>
<b>Total</b>		<b>15158760</b>	<b>9644437</b>	<b>63.6229</b>	<b>9642741</b>	<b>1696</b>	<b>99.9824</b>	<b>0.0176</b>
The special resolution is considered as passed with requisite majority of 99.98% of the total votes cast.								
Details of Invalid Votes	Nil							

**Special Resolution (2) - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SWELECT CLEAN ENERGY PRIVATE LIMITED (SUBSIDIARY COMPANY)**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	8544318	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>8544318</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	69181	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>69181</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		1100092	16.8075	1097156	2936	99.7331	0.2669
	Poll	6545261	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>6545261</b>	<b>1100092</b>	<b>16.8075</b>	<b>1097156</b>	<b>2936</b>	<b>99.7331</b>	<b>0.2669</b>
<b>Total</b>		<b>15158760</b>	<b>1100092</b>	<b>7.2571</b>	<b>1097156</b>	<b>2936</b>	<b>99.7331</b>	<b>0.2669</b>

The special resolution is considered as passed with requisite majority of 99.73% of the total votes cast.

Details of Invalid Votes Nil

**Special Resolution (3) - APPROVAL TO REVISE THE REMUNERATION OF MR. V. C. RAGHUNATH, WHOLE TIME DIRECTOR OF THE COMPANY**

Promoter and Promoter Group	E-Voting		8543963	99.9958	8543963	0	100	0
	Poll	8544318	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>8544318</b>	<b>8543963</b>	<b>99.9958</b>	<b>8543963</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	69181	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>69181</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		1100474	16.8133	1096856	3618	99.6712	0.3288
	Poll	6545261	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>6545261</b>	<b>1100474</b>	<b>16.8133</b>	<b>1096856</b>	<b>3618</b>	<b>99.6712</b>	<b>0.3288</b>
<b>Total</b>		<b>15158760</b>	<b>9644437</b>	<b>63.6229</b>	<b>9640819</b>	<b>3618</b>	<b>99.9625</b>	<b>0.0375</b>

The special resolution is considered as passed with requisite majority of 99.96% of the total votes cast.

Details of Invalid Votes Nil

**Special Resolution (4) - APPROVAL TO REVISE THE REMUNERATION OF MS. V. C. MIRUNALINI, WHOLE TIME DIRECTOR OF THE COMPANY**

Promoter and Promoter Group	E-Voting		8543963	99.9958	8543963	0	100	0
	Poll	8544318	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>8544318</b>	<b>8543963</b>	<b>99.9958</b>	<b>8543963</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	69181	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>69181</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		1100474	16.8133	1096465	4009	99.6357	0.3643
	Poll	6545261	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>6545261</b>	<b>1100474</b>	<b>16.8133</b>	<b>1096465</b>	<b>4009</b>	<b>99.6357</b>	<b>0.3643</b>
<b>Total</b>		<b>15158760</b>	<b>9644437</b>	<b>63.6229</b>	<b>9640428</b>	<b>4009</b>	<b>99.9584</b>	<b>0.0416</b>

The special resolution is considered as passed with requisite majority of 99.95% of the total votes cast.

Details of Invalid Votes Nil



**v) Procedure for postal ballot:**

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

**vi) Person who conducted the postal ballot exercise:**

Mr. P. Eswaramoorthy, Proprietor, FCS No.6510, COP.7069,

P. Eswaramoorthy and Company, Company Secretaries, Coimbatore - 641045

**vii) Whether any special resolution is proposed to be conducted through postal ballot: No****8) MEANS OF COMMUNICATION**

- i) The Quarterly Unaudited financial results and the Annual Audited financial results are reviewed by the Audit Committee and approved by the Board of Directors. These results are filed with the Stock Exchanges under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Quarterly and the Annual Financial Results are available on the Stock Exchange websites : [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and on the Company's website [www.swelectes.com](http://www.swelectes.com).
- ii) The extract of the above results are normally published in the newspapers viz. one national daily and vernacular newspaper namely "Business Line" and "The Hindu (Tamil)" respectively.

The Company's website [www.swelectes.com](http://www.swelectes.com) contains a separate dedicated section 'Investors', wherein all data related to quarterly financial results, shareholding pattern, Board of directors, Code of conduct for all Board members and senior management of the company, Compliance report on Corporate Governance, Annual Report and other mandatory information required under the listing regulations are available.

The official news releases if any, will be placed on the Company's website.

During the year the Company has not made any presentations to institutional investors or to the analysts.

E-mail ID of the Compliance Officer of the Company	: <a href="mailto:company.secy@swelectes.com">company.secy@swelectes.com</a>
Telephone Number	: 044-24993266, 24679600
Fax Number	: 044-24995179
E-mail ID for the purpose of registering complaints by investors	: <a href="mailto:cg.ird@swelectes.com">cg.ird@swelectes.com</a>

**9) GENERAL SHAREHOLDERS' INFORMATION**

<b>i) Annual General Meeting</b>	: TWENTY NINTH ANNUAL GENERAL MEETING
<b>ii) Day, Date and time</b>	: Monday the July 29, 2024 at 3.30 P.M. (IST)
<b>iii) Venue</b>	: Through Video Conferencing / Other Audio-Visual Means
<b>iv) Financial year</b>	: April 01, 2023 to March 31, 2024
<b>v) Date of Book closure</b>	: From Tuesday, July 23, 2024 To Monday, July 29, 2024 [Both days inclusive]
<b>vi) Dividend Payment Date</b>	: Friday, 9 <sup>th</sup> August 2024.

**vii) The Company's equity shares are listed on the following Stock Exchanges:**

BSE Limited  
Floor 25, P. J. Towers, Dalal Street, Mumbai - 400 001.  
Stock Code: 532051

National Stock Exchange of India Limited  
"Exchange Plaza",  
C1 Block G, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051.  
Stock Code: SWELECTES

**viii) Details of Annual Listing Fees paid for the year 2024-2025**

Name of Stock Exchange	Date of Payment
BSE Limited	April 23, 2024
National Stock Exchange of India Limited	April 20, 2024

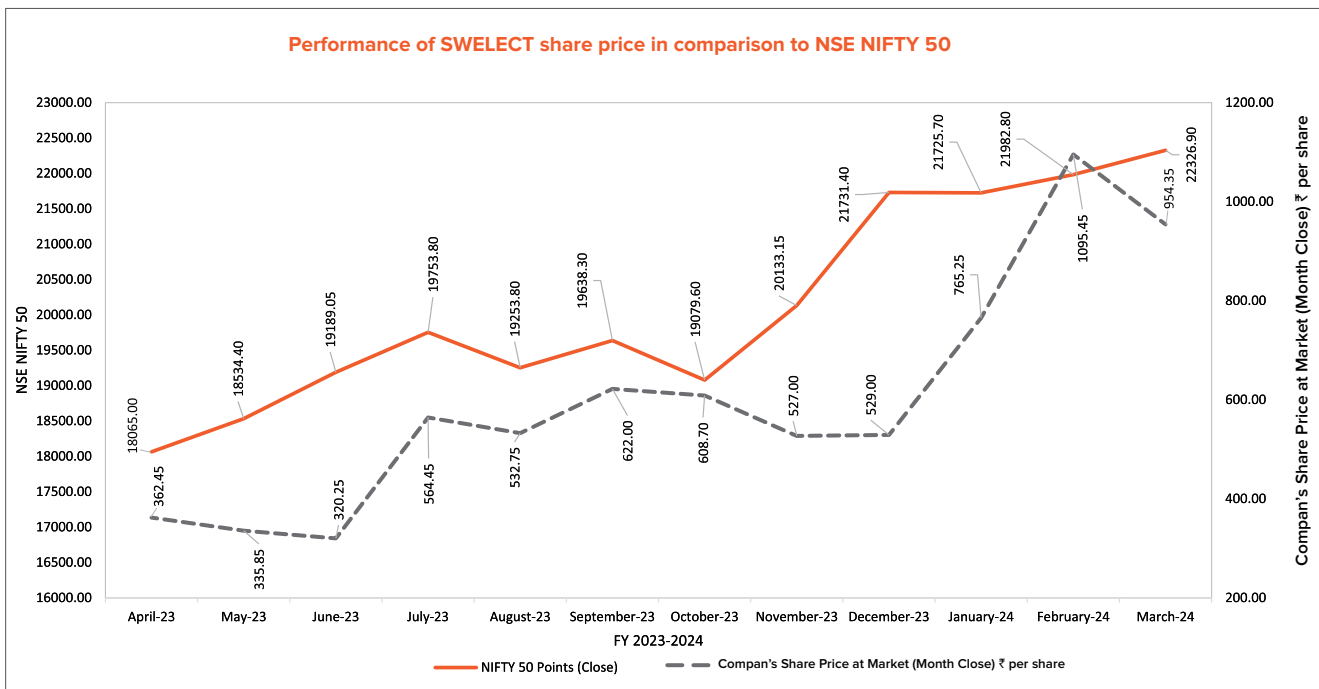
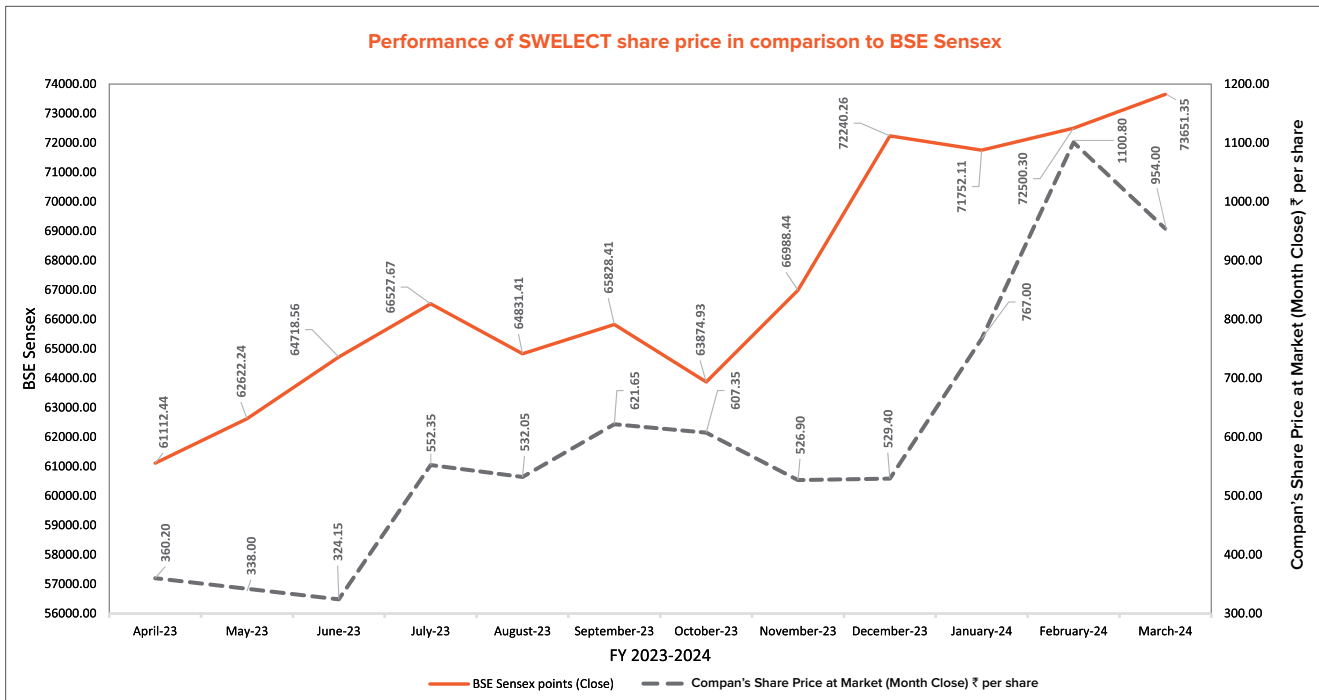
**ix) Market Price Data: High, Low during each month in the last financial year April 01, 2023 to March 31, 2024**

Nominal value of Share ₹10/- each

Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April-23	380.00	282.25	380.90	282.50
May-23	374.00	321.20	377.00	322.00
June-23	349.80	314.00	344.40	315.00
July-23	590.00	318.50	595.05	320.00
August-23	643.50	519.85	642.60	519.95
September-23	675.00	530.35	674.35	529.55
October-23	650.00	566.10	650.00	567.65
November-23	687.75	525.50	688.00	525.00
December-23	576.00	485.00	571.55	483.70
January-24	812.55	540.00	814.45	539.95
February-24	1213.40	724.10	1214.00	721.30
March-24	1250.00	850.05	1250.00	845.05

**x) Performance in comparison to BSE Sensex and NSE NIFTY 50:**

Month	BSE Limited		National Stock Exchange of India Limited	
	Company's Market Price (Close) per share ₹	Sensex points (Close)	Company's Market Price (Close) per share ₹	Nifty 50 points (Close)
April-23	360.20	61112.44	362.45	18065.00
May-23	338.00	62622.24	335.85	18534.40
June-23	324.15	64718.56	320.25	19189.05
July-23	552.35	66527.67	564.45	19753.80
August-23	532.05	64831.41	532.75	19253.80
September-23	621.65	65828.41	622.00	19638.30
October-23	607.35	63874.93	608.70	19079.60
November-23	526.90	66988.44	527.00	20133.15
December-23	529.40	72240.26	529.00	21731.40
January-24	767.00	71752.11	765.25	21725.70
February-24	1100.80	72500.30	1095.45	21982.80
March-24	954.00	73651.35	954.35	22326.90



- xi) The Shares of the Company are not suspended by the Stock Exchanges from trading.  
 xii) Registrar to an issue and share transfer agents:

Cameo Corporate Services Limited  
 "Subramanian Building",  
 No.1, Club House Road, Chennai – 600 002  
 Tamil Nadu, India.  
 Telephone: 044-4002 0700  
 Online Investor Portal: <https://wisdom.cameoindia.com>, Website: [www.cameoindia.com](http://www.cameoindia.com)

**xiii) Share transfer system:**

Effective April 1, 2019, SEBI has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository.

The transfer of equity shares in electronic form is effected through the depositories with no involvement of the Company. In view of the aforesaid amendment, members who are holding shares in physical form are hereby requested to dematerialise their holdings.

**xiv) Other Committees of Board:**

**a) Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee comprises of the following Members

Name of Members and Chairperson	Category
Mr. S. Annadurai	Chairperson, Non-Executive, Independent
Mr. R. Chellappan	Member, Executive, Non-Independent
Mr. V. C. Raghunath	Member, Executive, Non-Independent

The Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The Policy of the CSR is available on Company's website [www.swelectes.com](http://www.swelectes.com).

No. of meetings held during the year: 2

Date of the Meetings held during the year:  
May 27, 2023 and February 08, 2024

The Annual Report on CSR activities of the Company is given in the Annexure – 3.

**b) Risk Management Committee**

The Company is not falling under the category as specified in Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company constituted the Risk Management Committee to continuously monitor business and operations risk through an efficient risk management system.

The Risk management Committee comprises of the following members:

- 1) Mr. R. Chellappan - Chairperson
- 2) Mr. V.C Raghunath - Member
- 3) Ms. Jayashree Nachiappan - Member

This Risk Management Committee will go into the various matters involving transactions of the company in assessing the various issues and recommend in devolving procedure and frame work.

It is an ongoing process within the organization. The management identifies and monitors the risk and takes proper action to minimize the risk. The Committee will meet as and when situation arises.

This Committee may also invite professionals in the respective area of specialization for consultation.

**c) Forex Management Committee**

The Forex Management Committee comprises of the following Members.

- 1) Mr. G. S. Samuel - Chairperson
- 2) Mr. R. Chellappan - Member
- 3) Mr. V.C. Raghunath - Member
- 4) Ms. V. C. Mirunalini - Member
- 5) Ms. R. Nikhila - Member

The Forex Management committee is reviewing the day to day forex movements and taking the necessary steps to protect the interest of the Company.

**d) Investment Committee**

The Investment Committee comprises of the following members to ensure the effective investments of the Company's funds.

- 1) Mr. R. Chellappan - Chairperson
- 2) Mr. S. Annadurai - Member
- 3) Mr. V. C. Raghunath - Member

**e) Borrowing Committee**

The Borrowing Committee comprises of the following members with a power to borrow monies by way of loan from Banks and perform other functions as delegated by the Board.

- 1) Mr. R. Chellappan - Chairperson
- 2) Mr. V. C. Raghunath - Member
- 3) Mr. A. Balan - Member

No. of meetings held during the year: 11

Date of the meetings held during the year: 24.05.2023, 30.05.2023, 15.07.2023, 14.08.2023, 08.09.2023, 09.10.2023, 22.11.2023, 23.12.2023, 20.01.2024, 17.02.2024 and 13.03.2024.

#### f) Particulars of Senior management

Particulars of senior management including the changes therein since the close of the previous financial year.

Name of Senior Management Personnel	Designation	Department
Ms. Aarthi Balan	Vice President	MARCOM and Channels
Ms. Preetha Balan	Vice President	Process Automation & HR
Mr. S. Nataraj	Senior Assistant Vice President	Renewable Energy Projects
Mr. Prakash Das	Senior Assistant Vice President	SPV Projects
Mr. Y. Venkataramana Rao	Senior Vice President	Marketing / Sales
Mr. S. Selvam	Senior Advisor	Special Projects - IPP Sales
Mr. V. Venkatesh	Vice President	Operational and Special Projects
Mr. V. Srinivasan	Senior Assistant Vice President	Product Development / Validation
Mr. Uday Kamath	Vice President	Channel Sales
Ms. R. Nikhila	Chief Financial Officer	Finance & Accounts
Mr. R. Sathishkumar	Company Secretary & Compliance Officer	Corporate Secretarial

Mr. Y. Venkataramana Rao, was appointed as Senior Vice President (Direct Sales) on August 27, 2021, and resigned on October 31, 2023.

Ms. Preetha Balan, was appointed as Vice President (Process Automation & HR) w.e.f. November 8, 2023 by the Board of Directors of the Company.

#### xv) Distribution of Shareholding as on March 31, 2024

Shareholding of Nominal Value ₹	Shareholders		Share Amount	
	Number	% of total	₹	% of total
10-5000	22719	95.0387	14011880	9.2434
5001-10000	640	2.6773	4820210	3.1798
10001-20000	269	1.1253	3951430	2.6067
20001-30000	96	0.4016	2466390	1.6270
30001-40000	35	0.1464	1280530	0.8448
40001-50000	26	0.1088	1227240	0.8096
50001-100000	41	0.1715	3143130	2.0735
100001- and above	79	0.3304	120686790	79.6152
<b>Total</b>	<b>23905</b>	<b>100</b>	<b>151587600</b>	<b>100</b>

#### xvi) Shareholding pattern as on March 31, 2024

##### A. Promoter and Promoter Group

Category of the Shareholders	Nos. of Shareholder	No. of fully paid up equity shares held	Shareholding %	Number of equity shares held in dematerialized form	Shareholding %
<b>(1) INDIAN</b>					
a. Individuals/Hindu undivided Family	11	8367873	55.20	8367873	55.20
b. Central Government/ State Government(s)	0	0	0.00	0	0.00
c. Financial Institutions/Banks	0	0	0.00	0	0.00
d. ANY OTHER					
Bodies Corporate	1	45	0.00	45	0.00
Trusts	1	176400	1.16	176400	1.16
<b>Sub-Total (A)(1)</b>	<b>13</b>	<b>8544318</b>	<b>56.36</b>	<b>8544318</b>	<b>56.36</b>

Category of the Shareholders	Nos. of Shareholder	No. of fully paid up equity shares held	Shareholding %	Number of equity shares held in dematerialized form	Shareholding %
<b>(2) FOREIGN</b>					
a. Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0.00	0	0.00
b. Government	0	0	0.00	0	0.00
c. Institutions	0	0	0.00	0	0.00
d. Foreign Portfolio Investor	0	0	0.00	0	0.00
e. ANY OTHER					
Chairman and Directors	0	0	0.00	0	0.00
<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>13</b>	<b>8544318</b>	<b>56.36</b>	<b>8544318</b>	<b>56.36</b>
<b>B. Public shareholders</b>					
<b>(1) Institutions (Domestic)</b>					
a. Mutual Funds	0	0	0.00	0	0.00
b. Venture Capital Funds	0	0	0.00	0	0.00
c. Alternate Investment Funds	2	71890	0.47	71890	0.47
d. Banks	0	0	0.00	0	0.00
e. Insurance Companies	0	0	0.00	0	0.00
f. Provident / Pension Funds	0	0	0.00	0	0.00
g. Asset Reconstruction Companies	0	0	0.00	0	0.00
h. Sovereign Wealth Funds	0	0	0.00	0	0.00
i. NBFCs registered with RBI	0	0	0.00	0	0.00
j. Other Financial Institutions	0	0	0.00	0	0.00
<b>Sub-Total (B)(1)</b>	<b>2</b>	<b>71890</b>	<b>0.47</b>	<b>71890</b>	<b>0.47</b>
<b>(2) Institutions (Foreign)</b>					
a. Foreign Direct Investments	0	0	0.00	0	0.00
b. Foreign Venture Capital Investors	0	0	0.00	0	0.00
c. Sovereign Wealth Funds	0	0	0.00	0	0.00
d. Foreign Portfolio Investors Category - 1	2	9065	0.06	9065	0.06
e. Foreign Portfolio Investors Category - 2	1	714	0.00	714	0.00
f. NRI – Repat-HUF	0	0	0.00	0	0.00
g. Overseas Depositories (holding DRs) (balancing figure)	0	0	0.00	0	0.00
<b>Sub-Total (B)(2)</b>	<b>3</b>	<b>9779</b>	<b>0.06</b>	<b>9779</b>	<b>0.06</b>
<b>(3) Central Government / State Government(s)</b>					
a. Central Government / President of India	0	0	0.00	0	0.00
b. State Government / Governor	0	0	0.00	0	0.00
c. Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0.00	0	0.00
<b>Sub-Total (B)(3)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>(4) NON-INSTITUTIONS</b>					
a. Associate Companies / Subsidiaries	0	0	0.00	0	0.00
b. Directors and their relatives (excluding independent directors and nominee directors)	0	0	0.00	0	0.00

Category of the Shareholders	Nos. of Shareholder	No. of fully paid up equity shares held	Shareholding %	Number of equity shares held in dematerialized form	Shareholding %
c. Key Managerial Personnel	0	0	0.00	0	0.00
d. Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0.00	0	0.00
e. Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0	0.00	0	0.00
f. Investor Education and Protection Fund (IEPF)	1	25117	0.17	25117	0.17
I. Resident Individuals holding nominal share capital up to ₹ 2 Lakhs	22721	3020404	19.93	2964270	19.55
II. Resident Individuals holding nominal share capital in excess of ₹ 2 Lakhs	27	2097279	13.84	2097279	13.84
g. Non Resident Indians (NRIs)	468	760780	5.02	760080	5.02
h. Foreign Nationals	0	0	0.00	0	0.00
i. Foreign Companies	0	0	0.00	0	0.00
j. Bodies Corporate	132	439733	2.90	438683	2.90
k. ANY OTHER					
Clearing Members	1	44	0.00	44	0.00
Independent Directors and their relatives	6	389	0.00	389	0.00
Unclaimed or Suspense or Escrow Account	1	4475	0.03	4475	0.03
HINDU UNDIVIDED FAMILIES	530	184552	1.22	184552	1.22
<b>Sub-Total (B)(4)</b>	<b>23887</b>	<b>6532773</b>	<b>43.11</b>	<b>6474889</b>	<b>42.73</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+ (B)(4)</b>	<b>23892</b>	<b>6614442</b>	<b>43.64</b>	<b>6556558</b>	<b>43.26</b>
<b>GRAND TOTAL= (A)+(B)</b>	<b>23905</b>	<b>15158760</b>	<b>100.00</b>	<b>15100876</b>	<b>99.62</b>

Note: Number of Shares pledged or otherwise encumbered by Promoter and Promoter Group NIL

#### xvii) Dematerialization of shares and liquidity:

The Company is having connectivity with the depositories, namely, National Securities Depository Limited, Mumbai and Central Depository Services (India) Limited, Mumbai to provide facility of holding and trading shares in dematerialized form. International Securities Identification Number (ISIN) allotted to the equity shares of the Company is INE409B01013. As on March 31, 2024, 1,51,00,876 equity shares of the company, constituting 99.62% were in dematerialized form and the shareholders have to trade the securities in the market electronically.

#### xviii) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any Convertible instruments, conversion date and likely impact on equity: NIL

#### xix) Commodity Price Risk:

Risk of price fluctuation on basic raw materials as well as finished goods used in the process will be dealt by the Company through mutual business relationship with vendor and suppliers.

#### xx) Foreign Exchange Risk:

The Forex Management Committee of the Company continuously monitors foreign exchange risk through an effective system.

In order to minimise the risk associated with forex trading for import of raw materials, the Company executed necessary agreements with the Banks to provide an advise to the Company from time to time.

#### xxi) Hedging activities:

The Company has hedged its External Commercial Borrowing (ECB) through ICICI Bank through full currency swap.

**xxii) Plant Locations:**

No.	Details of Plant	Capacity	Location address
1	Manufacturing facility & Research and Development		58/3(14D, D/1) Salem Main Road, Veerappampalayam PO, Idappadi - 637105, Salem District, Tamil Nadu.
2	Solar Power Plant	12 MW	SF. No. 894/B1, 894/B2, 894/B3, 895/1, 895/2, 895/3, 895/4, 895/5, 895/6, 895/7, 914/1,914/2, 914/3, 914/4, 913/1, 913/2, 913/3,913/4, 913/5,913/6, 902/1,902/2,915,916,929/B2, Monjanur Village, Aravakurichi Taluk, Karur District -639206, Tamil Nadu.
3	Solar Power Plant	10 MW	SF. Nos. 369/4, 413/3A, 129/6, 413/2, 407/2, 408/1, 408/2, 408/3, 413/1A, 414/1, 414/2, 584/1B, 584/2, 395/2, 396/1, 396/2, 396/3A, 396/3B, 407/1B, 407/1C1, 129/7 & 414/4A Kolakudi Village, Thottiyam Taluk, Musiri, Trichy - 621208, Tamil Nadu.
4	Solar Power Plant	10 MW	SF.No. 1989, 2101/B1 to B3, 2107/1 to 4, 2101/A1 & 2108/2, Senthamangalam (West) Village, Aravakurichi Taluk, Karur District, Tamil Nadu.
5	Solar Power Plant	5 MW	SF. Nos. 1107, 1108, 1116 and 1091 Monjanur Village, Aravakurichi Taluk, Karur District - 639 206, Tamil Nadu.
6	Solar Power Plant	3 MW	SF. No. 902/1 & 899/3 Monjanur Village, Aravakurichi Taluk, Karur District - 639 206, Tamil Nadu.
7	Solar Power Plant	3 MW	SF.Nos. 788, 768 /2, 768 /3 & 767 (P) at Kodanthur (South) Village, Aravakurichi Taluk, (Puduppai), Karur District, Tamil Nadu
8	Solar Power Plant	2 MW	SF. No. 895/1(P), 895/2(P), 895/4(P), 896/2(P), 899/2(P), 899/3(P), 899/4(P), 899/5(P) and 899/6(P) Monjanur Village, Aravakurichi Taluk, Karur District - 639206, Tamil Nadu.
9	Solar Power Plant	2 MW	SF. Nos. 2107/1, 2107/2, 2107/3, 2107/4 and 2108/2, Senthamangalam (West) Village, Aravakurichi Taluk, Karur District, Tamil Nadu.
10	Solar Power Plant	1.1 MW	SF. No. 166 & 169, Sembagoundan Pudur, No. 51, Kuppepalayam Village, Coimbatore - 641107, Tamil Nadu.
11	Solar Power Plant	1 MW	SF. Nos. 30/5 and 78/9 at Manparai Village Musiri Taluk, Trichy District Tamil Nadu – 621006.
12	Wind Mill Power Unit	3 Nos. each 0.5 MW	296,224/1 & 294, Naranapuram Village, Ponnapuram, Dharapuram Taluk, Tiruppur District - 638657, Tamil Nadu.

**Plant Locations of Wholly Owned Subsidiaries / Subsidiaries**

No.	Name of the Company	Details of Plant & Capacity	Location
1	SWELECT HHV Solar Photovoltaics Private Limited	Solar Photovoltaic Module Manufacturing Plant – 1 GW	SF. NO. 166,169 Sembagounden Pudur, No. 51 Kuppepalayam Village, Sarcarsamakulam, Coimbatore Dist. Tamil Nadu - 641 107.
2	SWELECT Green Energy Solutions Private Limited	Solar Power Plant - 10 MW	SF. No. 889, 890A, 887, 892, 891A & 891B, Monjanur Village, Aravakurichi Taluk, Karur District - 639206, Tamil Nadu.
		Solar Power Plant - 1 MW	SF. No. 929/A (P) & 930(P) Monjanur Village, Aravakurichi Taluk, Karur District - 639206, Tamil Nadu.
		Solar Power Plant - 1 MW	SF. No.929/A(P) & 929/B1(P) Monjanur Village, Aravakurichi Taluk, Karur District - 639206, Tamil Nadu.
3	SWELECT Sun Energy Private Limited	Solar Power Plant - 10 MW	SF.Nos.44/2, 44/3, 44/7, 44/8, 45/1B, 45/1C, 45/5, 45/6A, 45/6B, 45/7, 45/8, 49/6, 44/6, 76/1A, 76/1B, 76/2, 48/11, 48/13A, 48/13B,48/14, 48/15A, 49/1A, 49/1D, 49/5, 50/1A, 50/1C, 50/1D, 44/4B, 49/1B, 49/1C, 49/7C, 48/15B, 77/1, 77/2, 49/2, 48/9, 47/4, 44/1B, 49/3, 76/3, 49/4, 49/7A, 49/7B, 77/5A, 77/3 of Manparai Village, Musiri Taluk, Trichy District - 621006, Tamil Nadu
		Solar Power Plant - 6 MW	SF. Nos. 49/3, 76/3,49/4, 49/7A, 49/7B, 77/5A, 77/3,76/4,76/5, 50/3A, 50/3B, 50/4, 50/5, 50/6, 54/2, 54/3, 75/4A, 77/4, 75/1, 77/5C of Manparai Village, Musiri Taluk, Trichy District-621006.



No.	Name of the Company	Details of Plant & Capacity	Location
4	SWELECT Clean Energy Private Limited	Solar Power Plant - 6 MW	SF.No: 162/3A, 162/3B, 162/3C(P), 160/1A, 160/1B, 160/1C, 160/1D, 160/1E, 160/1F, 160/1G, 160/1H, 160/1I, 160/2, 160/4, 160/6, 161/2, 162/1, 162/2A (P), 161/1E and 161/1C at Vadakkuvelli Village, Thuraiyur Taluk, Trichy District, Tamil Nadu
		Solar Power Plant - 6 MW	SF.No. 74/5B, 74/6A1, 74/6A2, 74/3, 74/2B, 74/7A2, 74/7C, 74/7A1, 74/7A3, 75/5A, 75/5B, 75/5C, 74/7B, 70/4B3, 75/1A, 74/6B, 70/5A (P), 70/5B (P), 71/3 (P), 71/4 (P), 73/1A2 & 74/2A at Siruganur, Reddimangudi Village, Lalgudi Taluk, Trichy District, Tamil Nadu
5	SWELECT Renewable Energy Private Limited	Solar Power Plant - 11 MW	SF. Nos. 55/9B, 54/8, 54/9, 54/7, 55/6, 55/2, 55/3, 75/2, 55/1, 75/1, 51/11, 51/8, 8/15A, 50/1A, 51/10A, 51/7A, 53/5C, 53/5E, 53/6A, 53/6B, 54/2, 54/3, 54/6B, 75/4A, 75/4B, 54/5, 54/6A2, 55/5, 76/5, 54/6A1 of Manparai Village, Musiri Taluk, Trichy District - 621006, Tamil Nadu.
6	SWELECT Power Systems Private Limited	Solar Power Plant - 10 MW	Huralagere, Thuraganoor and Byaderahalli villages of Kunigal Taluk, Tumkur District - 572130, Karnataka.
7	SWELECT Taiyo Energy Private Limited	Solar Power Plant - 7 MW	SF. No. 225/1, 225/2, 225/3, 225/4, 225/5, 225/6, 226/1, 226/2, 226/3, 226/4, 236/1, 236/2, 234/2, 235, 234/3, 234/1B, 233/4B, 163/9B, 163/8B2, 161/2(P) and 237(P) at Singalandhapuram & Vadakkuvelli Village, Thuraiyur Taluk, Trichy District – 621010.
8	SWELECT RE Power Private Limited	Solar Power Plant - 4 MW	SF. No. 43/1, 43/2A, 43/2B, 44/1A, 45/2, 45/3, 78/4, 78/5, 78/6, 78/7 and 79/3 at Manparai Village, Musiri Taluk, Trichy District - 621006.
9	K J Solar Systems Private Limited	Solar Power Plant - 2 MW	SF. No. 594/A, 598, 786 & 787 Komarapalayam Village, Dharapuram Taluk, Tiruppur District - 638106, Tamil Nadu.
10	NOEL Media & Advertising Private Limited	Solar Power Plant - 1 MW	SF. No. 191/15, 191/17, 191/18, 191/29, 191/20, 191/22, 191/25, 191/26, 191/27, 191/28, 191/30 Thachanendal Village, Illayankudi Taluk, Sivagangai District - 630561, Tamil Nadu.

**xxiii) Address for correspondence:**

SWELECT ENERGY SYSTEMS LIMITED  
Registered Office: 'SWELECT House',  
No.5, Sir P.S. Sivasamy Salai,  
Mylapore, Chennai - 600 004, Tamil Nadu.  
Tel: 044 - 24993266, 24679600, Fax: 044 - 24995179,  
Email :cg.ird@swelectes.com, info@swelectes.com,  
Website: www.swelectes.com.

**xxiv) List of all credit ratings obtained by the company along with any revisions thereto during the financial year, for all debt instruments of the company or any fixed deposit programme or any scheme or proposal of the company involving mobilization of funds, whether in India or abroad:**

The Company has obtained the following credit ratings from CRISIL Ratings Limited

On December 20, 2023, CRISIL Ratings Limited has upgraded the following ratings to the Company with regard to Loan facilities of ₹345 Crore availed from various Banks and also assigned a new rating with regard to issue of Non-Convertible Debentures of ₹100 Crores which is a proposal for raising the funds to meet out the expenditure for execution of solar projects, repayment of certain existing debts and other business requirements of the Company.

Total Bank Loan Facilities ₹345 Crore

Long Term Rating CRISIL A-/Stable (Upgraded from 'CRISIL BBB+/Stable')

Short Term Rating CRISIL A2+ (Upgraded from 'CRISIL A2')

₹100 Crore Non-Convertible Debentures (yet to be issued) CRISIL A-/Stable (Assigned)

On February 6, 2024, CRISIL Ratings Limited has assigned its 'CRISIL A-/Stable' rating to the ₹150 crore non- Convertible Debentures of SWELECT Energy Systems Limited on the proposed funds raising and reaffirmed its 'CRISIL A-/Stable, and CRISIL A2+ ratings

on the bank facilities and non-convertible debentures (proposed) .

The above fee is inclusive of input credit for GST wherever applicable.

**xxv) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

The Company has not raised any funds through preferential allotment or qualified institutions placement and hence providing the details of utilization of such funds are not applicable.

**xxvi) Certificate issued by Practising Company Secretary on Directors' Qualification:**

A certificate has been issued by Mr. R. Kannan, Partner of KRA & Associates, Practising Company Secretaries, confirming that none of the directors on the board of the company was debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any statutory authority. The Certificate is being annexed to this report.

**xxvii) Details of any recommendation of any committee of the board which is mandatorily required and the same has not been accepted by the Board during the financial year:**

The Board has accepted all recommendations of the Committees of the Board during the financial year 2023-2024.

**xxviii) Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) were appointed as the Statutory Auditors of the Company and its erstwhile wholly owned subsidiary company namely, AMEX Alloys Private Limited. The particulars of payment of Statutory Auditors fees, on consolidated basis during the financial year 2023-2024, is given below:**

Particulars	Amount (₹ in Lakhs) paid by the Company	Amount (₹ in Lakhs) paid by Amex Alloys Private Limited
Services as statutory auditors	43.76	10.50
Tax audit	2.95	-
Re-imbursment of out-of-pocket expenses	1.61	-
Certification fees	1.18	-
<b>Total</b>	<b>49.50</b>	<b>10.50</b>

**10) OTHER DISCLOSURES**

**Materially significant related party transactions that may have potential conflict with the interests of the Company at large: Nil**

**Details of non-compliance by the Company, penalties and strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years: Nil**

**Vigil Mechanism/Whistle Blower Policy:**

The Company has established a Vigil Mechanism / Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s) / employee(s) and direct access to the Chairperson of the Audit Committee in exceptional cases. The Audit Committee looks into the complaints, if any, raised by the complainant and provides reports to the Board.

The Company hereby affirms that no Director / employee have been denied access to the Audit Committee and that no complaints were received during the year.

The Vigil Mechanism / Whistle Blower Policy has been disclosed on the Company's website [www.swelectes.com](http://www.swelectes.com).

**11) SEPARATE MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors had a separate meeting on February 8, 2024 to review the performance and evaluation of the Executive and non-Executive Directors, Chairperson of the Board and the Board as a whole.

**12) DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS OF SEBI (LODR) REGULATIONS, 2015**

The Company has complied with all the mandatory requirements laid down under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**13) ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LODR) REGULATIONS, 2015**

SEBI listing regulations states that the non-mandatory requirements may be implemented as per the discretion of the Company. Details of compliance of non-mandatory requirements:

**Reporting of Internal Auditor**

The Internal auditor is reporting directly to the Audit Committee.

#### 14) COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 OF SEBI (LODR) REGULATIONS

The Company has complied with regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company.

#### 15) THE WEB LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED

<https://swelectes.com/wp-content/uploads/2018/01/policyonmaterialsubsidiaries.pdf>

#### 16) THE WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS IS DISCLOSED

<https://swelectes.com/wp-content/uploads/2022/03/RPT-Policy.pdf>

#### 17) COMPLIANCE WITH THE REQUIREMENT OF CORPORATE GOVERNANCE REPORT

The Company has complied with all the compliance requirement of Corporate Governance as stipulated in the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

#### 18) CERTIFICATE FROM CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO)

The CEO/CFO certification on the financial statements for the Financial Year has been submitted to the Board of Directors, in its meeting held on May 24, 2024, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 19) DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT

In terms of SEBI (LODR) Regulations, 2015, a Demat suspense account has been opened with Indbank Merchant Banking Services Limited and all the unclaimed shares have been transferred.

Disclosure in respect of equity shares transferred in the Company's unclaimed suspense account pursuant to the requirement of Regulation 34(3) and Schedule V Part of SEBI (LODR) Regulations 2015, the following table provides details in respect of the equity shares lying in the suspense account:

Details	Number of Members	Number of equity shares
Aggregate number of the Members and the outstanding shares in the suspense account lying as on April 1, 2023	19	4475
Number of Members and aggregate number of shares transferred to the unclaimed suspense account during the year	0	0
Number of Members who approached the company for transfer of shares and shares transferred from suspense account during the year	0	0
Unclaimed Shares Transfer to IEPF Authority during the year	0	0
Aggregate number of the Members and the outstanding shares in the suspense account lying as on March 31, 2024	19	4475

- The Company has already sent three reminders to the Members for claiming those shares at their latest available address(es) with the Company or Depository, as the case may be.
- All the corporate benefits in terms of securities accruing on those shares like bonus shares, split etc., would also be credited to unclaimed suspense account of the Company.
- The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

#### 20) DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The details have been disclosed in the Board's Report.

#### 21) UNCLAIMED DIVIDEND

Pursuant to Sections 124 and 125 of the Companies Act, 2013, all dividends which remain unclaimed and unpaid for a period of seven years from the date they became due for payment were required to be transferred to the Investor Education and Protection Fund established by the Central Government.

In terms of the IEPF Rules, the Company has transferred the following unclaimed dividend amount to the Investor Education and Protection Fund (IEPF).

Date of transfer to IEPF	Dividend for the Financial Year	Nature of Dividend	Amount transferred (₹)
September 15, 2023	2015-2016	Final Dividend	37167

Pursuant to Rule 5 of (Accounting, Audit, Transfer and Refund) Rules 2016, the Company has also uploaded the information in respect of unclaimed dividends as on the date of the financial year ended March 31, 2023, on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under the “Investors” section on the website of the Company.

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 has transferred 1169 Equity Shares to the Investor Education and Protection Fund Authority vide Corporate Action on September 28, 2023 based on the final dividend declared for the financial year 2015-2016.

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

The Members who have not claimed their Final dividend so far for the financial year ended 2016-2017 or any subsequent financial years are requested to lodge their claims with the Company. The due date for transfer of the unclaimed Final dividend for the financial year 2016-2017 is September 15, 2024. Members who have not claimed their dividend are requested to write to the company and claim their dividend, before the due date.

## **22) KYC update and Payment of dividend through electronic mode only**

SEBI, vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023) had simplified norms for processing investor’s service request by RTAs and for furnishing PAN, KYC details and Nomination.

The payment of dividend will be through electronic mode only with effect from April 01, 2024. Investors who have not furnished PAN, KYC may furnish their details with the Registrar and Transfer Agent (RTA) of the Company.

Details of Company RTA: Cameo Corporate Services Limited, Unit: SWELECT Energy Systems Limited, Subramanian Building, No.1, Club House Road, Chennai – 600 002, Online Investor Portal: <https://wisdom.cameoindia.com>, Telephone: 044-4002 0700.

## **23) RTA’s Web Based Investor Services Domain (WISDOM)**

A Web based online Investor Portal “WISDOM” (investor services domain app) has been introduced by our RTA through which investors can lodge their queries / grievances.

WISDOM can be accessed at <https://wisdom.cameoindia.com/> by the shareholders to lodge their queries and grievances

The shareholders/investor/claimant can register their mobile no. and email id for the first time. After registration, the shareholder can lodge their query / complaint by providing the required information like folio no., name of company, name of shareholder and type of query. An acknowledgement mail with Ticket id will be sent to the shareholder to the registered email id. Once the query/complaint is lodged by the shareholder on the portal, the same will be registered automatically at the RTA end.

RTA will respond to the queries/complaints lodged by the shareholders and the shareholder will get an auto-mail, with link, to view the status of his query in the said portal. If the shareholders have any further query, they may raise the same in the same ticket within 7 days. The shareholder may also view the history of old queries.

### **SALIENT FEATURES OF WISDOM:**

- Faster redressal of all types of queries
- Complete online tracking of query
- Single login to lodge queries for multiple folios across multiple companies
- Access to history of old queries
- Mobile number / email id based login
- Login without password - OTP Authentication by SMS/ Email
- Facility to download all formats – ISR1, ISR2, SH13 etc.,
- 24/7/365 CROSS-DEVICE responsive ACCESSIBILITY - anywhere, anytime, from any device of any size
- Safe & Secure environment

## **24) Online Resolution of Disputes in the Indian Securities Market**

SEBI vide its Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 established a common Online Dispute Resolution Portal (“ODR Portal”) which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

An investor/client shall first take up his/her/their grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process

laid out therein. After exhausting all available options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SEBI Circular & Link to the ODR Portal are available on the home page of Company website at [www.swelectes.com](http://www.swelectes.com) under the following link:

Link to the ODR Portal: <https://smartodr.in/login>

Link of SEBI circular No.SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023

## 25) Loans and advances in the nature of loans to firms/companies in which directors are interested

The details of the loans and advances by the company in the nature of loans to companies in which directors are interested are given in Notes to standalone financial statements.

The following are the details of loan given by subsidiaries to its Holding Company / fellow subsidiary:

S.No	Name of the lending company	Name of the borrowing company	Amount (₹ in Lakhs)
1.	SWELECT Green Energy Solutions Private Limited	SWELECT Energy Systems Limited	20.68
2.	SWELECT Green Energy Solutions Private Limited	SWELECT Power Systems Private Limited	873.04
3.	SWELECT Green Energy Solutions Private Limited	K J Solar Systems Private Limited	581.90

## 26) Details of material subsidiaries of the listed entity

S.No	Name of the Company	Date of Incorporation	Place of incorporation	Name and date of appointment of Statutory auditors
1.	SWELECT Energy Systems Pte.Limited	04.03.2004	Singapore	Wu Chiaw Ching & Company was appointed as Statutory auditors on 29.06.2022
2.	SWELECT HHV Solar Photovoltaics Private Limited	03.05.2021	Chennai, India	Ramya G was appointed as Statutory auditors on 26.07.2022

### For and on behalf of the Board of Directors

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R. CHELLAPPAN**  
Managing Director

Sd/-  
**A. BALAN**  
Joint Managing Director

## DECLARATION – CODE OF CONDUCT

I, R. Chellappan, Managing Director of SWELECT Energy Systems Limited, declare that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management, as required under Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R.Chellappan**  
Managing Director

## CORPORATE GOVERNANCE CERTIFICATE

To  
The Members,  
**SWELECT Energy Systems Limited**  
“SWELECT HOUSE”, No.5, Sir P.S.Sivasamy Salai,  
Mylapore, Chennai - 600 004

We have examined the compliance of conditions of Corporate Governance by SWELECT ENERGY SYSTEMS LIMITED, for the year ended on 31<sup>st</sup> March 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR KRA & ASSOCIATES**  
Practising Company Secretaries

Place: Chennai  
Date: May 24, 2024

**R.Kannan**  
Partner  
FCS NO. 6718 / CP NO. 3363  
UDIN: F006718F000446564  
PR 5562/2024

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

(Pursuant to regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Board of Directors

**SWELECT Energy Systems Limited**

“SWELECT House”,

No.5, Sir P. S. Sivasamy Salai, Mylapore,

Chennai – 600 004.

- A. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2024 and to the best of our knowledge and belief, we hereby certify that:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year April 1, 2023 - March 31, 2024 which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the Company. Based on our most recent evaluation, no deficiencies in the design or operation of internal controls were noted.
- D. We have indicated to the Auditors and the Audit Committee that:
1. There are no significant changes in internal control over financial reporting during the year.
  2. There are no significant changes in accounting policies during the year.
  3. There have been no instances of fraud.

Sd/-

**R. CHELLAPPAN**

Managing Director

Place: Chennai

Date: May 24, 2024

Sd/-

**R. NIKHILA**

Chief Financial Officer

Place: Chennai

Date: May 24, 2024

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members of  
**SWELECT Energy Systems Limited**  
“SWELECT House”,  
No.5, Sir P. S. Sivasamy Salai, Mylapore,  
Chennai – 600 004.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SWELECT ENERGY SYSTEMS LIMITED** having **CIN L93090TN1994PLC028578** and having registered office at “SWELECT House”, No.5, Sir P.S. Sivasamy Salai, Mylapore, Chennai- 600004 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority :

Sr. No	Name of Director	DIN	Date of appointment in Company
1	CHELLAPPAN GOUNDER RAMASAMY	00016958	September 12, 1994
2	BALAN ARTHANARI	00017091	October 03, 2015
3	NACHIAPPAN KONGANAPURAM VENKATESAN	00017182	April 20, 2018
4	SUNDARAM ANNADURAI	00137561	June 28, 2017
5	RAGHUNATH VENKATAGIRI CHELLAPPAN	00703922	November 11, 2013
6	JAYASHREE NACHIAPPAN	03173327	August 13, 2012
7	GNANASEKAR SUKUMAR SAMUEL	05284689	October 03, 2015
8	KRISHNAN SUDARSANAM	07163629	July 23, 2018
9	MIRUNALINI VENKATAGIRI CHELLAPPAN	07860175	June 28, 2017
10	INIYAN SELVARAJAN	08355447	April 01, 2019
11	RAVI MUTHUSAMY	08066520	February 11, 2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR KRA & ASSOCIATES**  
Practicing Company Secretaries

**R.Kannan**  
Partner

FCS NO. 6718  
CP NO. 3363

UDIN: F006718F000446564  
PR 5562/2024

Place: Chennai  
Date: May 24, 2024



**FORM NO. AOC - 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts / arrangements / transactions
  - (c) Duration of the contracts / arrangements / transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) Date of approval by the Board
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis

<b>Name(s) of the related party</b>	SWELECT Clean Energy Private Limited	SWELECT Taiyo Energy Private Limited
<b>Nature of relationship</b>	Subsidiary Company	Subsidiary Company
<b>Nature of contracts / arrangements / transactions:</b>	Sale and Purchase of goods/materials and services/ Engineering, Procurement and Construction (EPC) projects and Leasing of properties	Sale and Purchase of goods /materials
<b>Duration of the contracts / arrangements/transactions:</b>	Financial year 2023-2024 & 2024-2025	Financial year 2023-2024
<b>Salient terms of the contracts or arrangements or transactions including the value, if any:</b>	The above subsidiary places a purchase order on the Company as and when there is a requirement of materials for construction of solar power plant and avails services such as Accounts, legal, admin and other support to run the solar plant. The above subsidiary company also pays lease rentals for the premises leased out by SWELECT Energy Systems Limited and avails loan from its Holding Company (SWELECT Energy Systems Limited) Aggregate Transactions value up to a maximum of ₹180 Crores (Financial year 2023-24 & 2024-25)	The above subsidiary places a purchase order on the Company as and when there is a requirement of materials for construction of solar power plant. The value of the transaction during the year ended March 31, 2024 is ₹35.88 Crores
<b>Date(s) of approval by the Board, if any:</b>	Board approval dated October 11, 2023 and shareholders' approval has been obtained through postal ballot on November 18, 2023	Board approval dated November 11, 2022 and May 29, 2023
<b>Amount paid as advances, if any</b>	NIL	NIL

**For and on behalf of the Board of Directors**

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R. CHELLAPPAN**  
Managing Director

Sd/-  
**A. BALAN**  
Joint Managing Director

## ANNEXURES TO THE BOARD'S REPORT

### Annexure - 1

#### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL PERIOD ENDED MARCH 31, 2024

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**SWELECT ENERGY SYSTEMS LIMITED**  
'SWELECT HOUSE',  
No. 5, Sir P.S. Sivasamy Salai,  
Mylapore, Chennai - 600 004.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SWELECT ENERGY SYSTEMS LIMITED** (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed thereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

The other laws applicable specifically to the company:

- (a) Electricity Act, 2003
- (b) National Tariff Act Policy

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**FOR KRA & ASSOCIATES**  
Practising Company Secretaries

**R. Kannan**  
Partner

FCS NO. 6718 /CP NO. 3363  
UDIN: F006718F000446564  
PR 5562/2024

Place: Chennai  
Date: May 24, 2024

**Annexure-A**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of the corporate laws and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR KRA & ASSOCIATES**  
Practising Company Secretaries

**R. Kannan**  
Partner

FCS NO. 6718 /CP NO. 3363  
UDIN: F006718F000446564  
PR 5562/2024

Place: Chennai  
Date: May 24, 2024

**ANNEXURES TO THE BOARD'S REPORT**  
**Annexure - 2**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND  
FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Pursuant to section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

**(A) Conservation of energy-**

- (i) The steps taken or impact on conservation of energy:
  - a. The Company continues to take steps towards optimization of energy consumption and achieving better energy efficiency across its locations in India as well as its manufacturing facilities in Coimbatore and Salem.
  - b. Steps have been taken to further process and resource optimization in all the manufacturing facilities to ensure highest operational efficiency and minimal wastage.
  - c. All the company owned solar projects and installations are monitored continuously to ensure maximum performance and energy generation and utilization.
  - d. Other steps towards energy efficiency include usage of energy efficient LED lights, load balancing of transformers and the UPS, judicious usage of air conditioning etc.,
- (ii) The steps taken by the company for utilizing alternate sources of energy;
  - a. The company continues to meet its energy requirements from Alternate renewable energy sources such as wind and solar especially for its manufacturing units.
  - b. Steps are taken to increase the bandwidth of the energy consumed from alternate resources by addition or conversion of the existing power demand to solar and wind.
- (iii) The capital investment on energy conservation equipment:

- a. Investment into energy efficient HVAC system for the Corporate office.
- b. Investment into systems that reverse the Potential Induced Degradation effect in solar panels.

**(B) Technology absorption-**

- (i) The efforts made towards technology absorption & the benefits derived, like product improvement, cost reduction, product development or import substitution:
  - a. Wind Solar Hybrid with BESS (Battery Energy Storage System) Project is under implementation to demonstrate RTC (Round the Clock) Power/Energy demand . TANGEDCO approval obtained for this project.
  - b. HMI based SCB/String monitoring developed for Ground mount Utility scale plants to detect String disconnections and alert the O&M engineer in the control room. This will help in minimising the energy loss due to string disconnection.
  - c. Evaluating Multimode Grid farming bi-directional battery inverter for C&I application to replace diesel generator.
- (ii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil.
- (iii) The expenditure incurred on Research and Development during the year is ₹3.06 Lakhs and previous year it was ₹ 41.00 Lakhs

**(C) Foreign exchange earnings and Outgo-**

The foreign exchange inflow and outgo of the Company for the period under review were ₹2040.65 Lakhs and ₹2892.82 Lakhs respectively.

**For and on behalf of the Board of Directors**

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R. CHELLAPPAN**  
Managing Director

Sd/-  
**A. BALAN**  
Joint Managing Director

## ANNEXURES TO THE BOARD'S REPORT

### Annexure - 3

#### THE ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY

#### 1. Brief outline on CSR Policy of the Company.

As an integral part of our Commitment to good corporate citizenship, the Company believes in contributing towards education sector, rural development, sports and Healthcare. The Company gives preference to local concerns, customs and traditions to meet its CSR obligation. The Company formulates the annual action plan for every financial year based on the achievements and feedback of the previous year. The projects undertaken under CSR activities during the year pertain to areas specified in the Schedule VII of the Companies Act, 2013. The Company aims at supplementing the role of Government in enhancing the welfare measures of the society within the framework of its policy.

#### 2. Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. S. Annadurai	Chairperson, Non-Executive, Independent	2	2
2.	Mr. R.Chellappan	Member, Executive, Non-Independent	2	2
3.	Mr. V.C.Raghunath	Member, Executive, Non-Independent	2	2

#### 3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

CSR Committee: <https://swelectes.com/wp-content/uploads/2019/04/COMPOSITION-OF-COMMITTEE-OF-BOARD1.pdf>

CSR Policy: <https://swelectes.com/wp-content/uploads/2024/04/CSR-Policy.pdf>

CSR projects : <https://swelectes.com/csr-projects/>

#### 4. The Executive summary of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies along with the web-links (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

There are no projects undertaken for which the impact assessment report is applicable in FY 2023-2024.

5. (a) Average net profit of the company as per section 135(5): ₹ 1905.69 Lakhs
  - (b) Two percent of average net profit of the company as per section 135(5): ₹ 38.11 Lakhs
  - (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. NIL
  - (d) Amount required to be set off for the financial year, if any: ₹ 0.00 Lakhs
  - (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 38.11 Lakhs
6. (a) Amount spent on CSR Projects (other than Ongoing Project): ₹ 38.11 Lakhs
  - (b) Amount spent in Administrative Overheads: NIL
  - (c) Amount spent on Impact Assessment, if applicable : NIL
  - (d) Total amount spent for the Financial Year [(a)+(b)+(c)] : ₹ 38.11 Lakhs

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (₹ In Lakhs)	Amount Unspent (in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
38.11	NIL	-	-	NIL	-

(f) Excess amount for set off, if any

Sl. No.	Particulars	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	38.11
(ii)	Total amount spent for the Financial Year	38.11
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.00

#### 7. Details of Unspent CSR amount for the preceding three financial years

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Lakhs)	Amount spent in the reporting Financial Year (₹ in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (₹ in Lakhs)
				Name of the Fund	Amount (₹ in Lakhs)	Date of transfer.	
1.	2022-23	Not Applicable	-	-	NA	-	NA
2.	2021-22	Not Applicable	-	-	NA	-	NA
3.	2020-21	Not Applicable	-	-	NA	-	NA
<b>Total</b>			-	-	<b>NA</b>	-	<b>NA</b>

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board of Directors

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R. CHELLAPPAN**  
Managing Director  
Member, CSR Committee

Sd/-  
**S. ANNADURAI**  
Independent Director  
Chairperson, CSR Committee

## ANNEXURES TO THE BOARD'S REPORT

### Annexure - 4

#### REMUNERATION POLICY

(Pursuant to Section 178 (4) of the Companies Act, 2013)

##### PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Nomination and Remuneration Committee consisting of three or more non- executive Directors and out of which not less than one-half shall be independent Directors and the Chairperson of the Company (whether executive or non-executive) may be appointed as a Member of the Nomination and remuneration Committee but shall not chair such Committee.

The Nomination and Remuneration Committee and its Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

##### OBJECTIVE

The key objectives of the Committee would be:

- a) To identify persons who are qualified to become directors and guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

##### DEFINITIONS

"Board" means Board of Directors of the Company.

"Company" means **"SWELECT ENERGY SYSTEMS LTD"**.

"Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.

"Key Managerial Personnel" (KMP) means

- a) Chief Executive Officer or the Managing Director
- b) Company Secretary,
- c) Whole-time Director,
- d) Chief Financial Officer and
- e) Senior management person.

**"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

"Policy or This Policy" means, "Nomination and Remuneration Policy." "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Management" shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the "Chief Executive Officer/ Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.

##### INTERPRETATION :

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

##### GUIDING PRINCIPLES

The Policy ensures that

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- c) Remuneration to Directors, key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

##### ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director's performance.

- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- i) To perform such other functions as may be necessary or appropriate for the performance of its duties.
- j) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- k) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.
- l) Devising a policy on Board Policy

### **MEMBERSHIP**

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

### **CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

### **FREQUENCY OF MEETINGS**

The Committee shall meet at least once in a year and such regular intervals as may be required.

### **COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

### **VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairperson of the meeting will have a casting vote.

### **APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

#### **Appointment criteria and qualifications:**

- a) Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/ Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **Term / Tenure:**

##### **Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be



eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1<sup>st</sup> October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he /she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in Cases such persons serving as a whole-time Director of a listed Company.

#### **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

#### **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

#### **Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position, remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **PROVISIONS RELATING TO REMUNERATION OF KMP AND SENIOR MANAGEMENT**

#### **General:**

1. The remuneration / compensation / commission etc. to KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Key Managerial Personnel shall be as per the statutory provisions

of the Companies Act, 2013 and the rules made thereunder for the time being in force.

3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board.

#### **Fixed pay:**

KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013 and the rules made thereunder for the time being in force.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the Shareholders of the Company and Central Government, wherever required.

### **Remuneration to Non-Executive / Independent Director:**

#### **1. Remuneration /Commission:**

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013 and the rules made thereunder for the time being in force.

#### **2. Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. The sitting fess shall be decided by the Board from time to time after due deliberations. However the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013 or such amount as may be prescribed by the Central Government from time to time.

#### **3. Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013. The Board may however decide from time to time to pay any amount within the ceiling prescribed under the Act.

### **MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be recorded and signed by the Chairman of the said meeting or the Chairman of the next

succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

### **AMENDMENT TO THE POLICY**

The Board on its own and/or as per the recommendations of the respective Committee can amend this policy, as and when it deems fit

In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities not being consistent with the provisions

laid down under this policy, then such amendments, clarifications, circulars etc., shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

### **DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

### **For and on behalf of the Board of Directors**

Place: Chennai  
Date: May 24, 2024

Sd/-  
**R. CHELLAPPAN**  
Managing Director

Sd/-  
**A. BALAN**  
Joint Managing Director

## ANNEXURES TO THE BOARD'S REPORT

## Annexure - 5

## Particulars of Employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended).

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	1. Mr. R. Chellappan, Managing Director	7.4:1
	2. Mr. A. Balan, Joint Managing Director	14.7:1
	3. Mr. K. V. Nachiappan, Whole Time Director	12.4:1
	4. Mr. V.C. Raghunath, Whole Time Director	8.1:1
	5. Ms. V. C. Mirunalini, Whole Time Director	7.7:1
	6. Ms. Jayashree Nachiappan, Non Executive Director	No remuneration was paid for the financial year 2023-2024 except sitting fees for Board Meetings and committee Meetings
	7. Mr. S. Annadurai, Chairman, Independent Director	
	8. Mr. G.S.Samuel, Independent Director	
	9. Mr. S. Krishnan, Independent Director	
	10. Dr. S. Iniyar, Independent Director	
		11. Dr. M. Ravi, Independent Director
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	1. Mr. R. Chellappan, Managing Director	-21.24%
		Mr. R. Chellappan, Managing Director has opted for waiver of monthly salary w.e.f 1.10.2022 and the same has been accepted by the NRC and the Board. Therefore the percentage increase in the remuneration is reported negative.
	2. Mr. A. Balan, Joint Managing Director	7.32%
		Apart from receiving commission there is no change in the remuneration paid to Mr. A Balan
	3. Mr. K. V. Nachiappan, Whole Time Director	9.63%
		Apart from receiving commission there is no change in the remuneration paid to Mr. K V Nachiappan
	4. Mr. V.C. Raghunath, Whole Time Director	74.83%
	Mr. V.C. Raghunath is handling the hardcore projects of the Company and the Board considered volume of projects handled by him and also comprehended his contribution to the Company. Hence, the remuneration was increased.	
	5. Ms. V. C. Mirunalini, Whole Time Director	104.89%
		Ms. V.C. Mirunalini is heading the SWELECT group's manufacturing activities and Board considered her outstanding contribution to the Company. Hence, the remuneration was increased.
	6. Ms. R. Nikhila, Chief Financial Officer	26.19%
	7. Mr. R. Sathishkumar, Company Secretary	18.36%
(iii) The percentage increase in the median remuneration of employees in the financial year		7.26%
(iv) the number of permanent employees on the rolls of company;		279

(v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average percentage increase already made in the salaries of employees other than the managerial personnel :	13.51%
	Percentage increase in the managerial remuneration:	18.46%
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	It is affirmed that the remuneration is as per the remuneration policy of the Company.	

**Particulars of Employees pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (appointment and remuneration of managerial personnel) amendment rules, 2016:**

a) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees.	Nil
b) Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.	Nil
c) Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NIL	

**d) Top ten employees in terms of remuneration drawn during the financial year 2023-2024**

S. No.	Employee Name & Designation	Remuneration received (₹ in Lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age	The last employment held by such employee before joining the company	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2)	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Mr. A. Balan, Joint Managing Director	44.71	Service Contract	BE (EEE), 53 Years	October 3, 2015	71	Novateur Electrical & Digital Systems Private Limited	3.21%	Father of Ms. Aarthi Balan, Vice President
2	Mr. K V Nachiappan Whole Time Director	37.76	Service Contract	BE (EEE), 36 Years	April 20, 2018	58	Novateur Electrical & Digital Systems Private Limited	-	Husband of Ms. Jayashree Nachiappan, Non-Executive Director
3	Mr. S Nataraj, Senior Assistant Vice President, (Renewable Energy Products)	30.74	Regular	M.Tech, (Chemical Engg), 17 Years	December 22, 2014	42	Erist & Young, Chartered Accountants	-	No
4	Ms. Aarthi Balan, Vice President (Channels, Marcom & IT)	25.70	Regular	BE, M.S, 17 Years and 10 Months	July 14, 2008	41			Daughter of Mr. A. Balan, Joint Managing Director
5	Mr. Prakash Das, Senior Assistant Vice President, (Projects)	25.18	Regular	BE, PGDASD, ME, 20 Years	November 1, 2011	47	Leonics Company Ltd	-	No
6	Mr. V. C. Raghunath, Whole Time Director	24.51	Regular	BE, M.S, 18 Years	June 1, 2006	42			Son of Mr. R. Chellappan, Managing Director and Brother of Ms. V. C. Mirunalini, Whole Time Director
7	Ms. V C Mirunalini, Whole Time Director	23.38	Regular	BE, M.S, 16 Years	August 21, 2008	39			Daughter of Mr. R. Chellappan, Managing Director and Sister of Mr. V. C. Raghunath, Whole Time Director
8	Mr. R Chellappan, Managing Director	22.51	Service Contract	BE (EEE), 52 Years	September 12, 1994	71	Worked in Ashok Leyland Limited as a Senior Executive until March 1984 & founded Numeric Engineers in Nov 1984. Numeric Engineers became Public Company in 1994 as Numeric Power Systems Limited and changed its name as SWELECT Energy Systems Limited.	49.61%	Father of Mr. V.C. Raghunath & Ms. V. C. Mirunalini Whole Time Directors
9	Ms. R. Nikhila, Chief Financial Officer	20.82	Regular	CA, 8 Years	August 3, 2020	30	CreditMantri Finserve Private Limited	-	No
10	Mr. V Venkatesh, Vice President (Operational and Special Projects)	20.79	Regular	BE, 39 Years	December 25, 2014	54	Novateur Electrical & Digital Systems Private Limited	-	No

**For and on behalf of the Board of Directors**

Sd/-

**R. CHELLAPPAN**  
Managing Director

Sd/-

**A. BALAN**  
Joint Managing Director

Place: Chennai

Date: May 24, 2024

# Independent Auditor's Report

**To The Members of SWELECT ENERGY SYSTEMS LIMITED**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **SWELECT ENERGY SYSTEMS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Evaluation of impairment of investments to an operating subsidiary of the Company which has accumulated losses.</b></p> <p>Investments (net) amounting to ₹ 5,550 lakhs [Refer Note 6 to the standalone financial statements] in the operating subsidiary, which has accumulated losses, is considered good and recoverable based on Management's judgment.</p> <p>The Management's judgment includes the valuation methodology, estimating the forecasted revenue, discount rate, cash flow and the growth rate used in the projection period. Any adverse changes to these assumptions could result into reduction in the fair value determined, resulting in a potential impairment to be recognized.</p>	<p><b>Principal audit procedures performed:</b></p> <p>Our procedures relating to the impairment of investments included the following, among others:</p> <ol style="list-style-type: none"> <li>We tested the effectiveness of internal controls over the Company's forecasting process and investment impairment review including controls relating to the valuation methodology used, the completeness and accuracy of the input data considered, including the reasonableness of key assumptions considered in determining the future projections and the impairment calculations.</li> <li>We obtained the investment valuation (as prepared by management) and we performed the following procedures:               <ol style="list-style-type: none"> <li>We evaluated appropriateness of the valuation methodology used and the reasonableness of the key assumptions considered by the management, such as discount rate and growth rate, in consultation with internal fair valuation specialist, as required, duly considering the historical accuracy of the Company's estimates in the prior periods.</li> <li>Compared the actual revenues and cash flows generated by the subsidiary during the year as to the projections and estimates considered in the previous year.</li> </ol> </li> </ol> <p>We also assessed the sensitivity of the valuation to key changes in assumptions and tested the mathematical accuracy of the impairment model.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the Board's report including the annexures to the Board report, Management Discussion and Analysis and Corporate Governance report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 35 to the Standalone Financial Statements.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner



whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 15 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the

ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.
2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm’s Registration No.117366W/W-100018)

**Rekha Bai**  
Partner  
(Membership No. 214161)  
(UDIN: 24214161BKEXBR3528)

Place: Chennai  
Date: 24 May 2024

# Annexure “A” to the Independent Auditor’s Report

**(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

## **Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to Standalone Financial Statements of SWELECT ENERGY SYSTEMS LIMITED (“the Company”) as at 31 March 2024 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to standalone financial statements.

### **Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A company’s internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal

financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at 31 March 2024, based on the criteria for internal financial control with reference to Standalone

Financial Statements established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

**Rekha Bai**

Partner

Place: Chennai  
Date: 24 May 2024

(Membership No. 214161)  
(UDIN: 24214161BKEXBR3528)

## Annexure “B” to the Independent Auditor’s Report

**(Referred to in Paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) In respect of Company’s Property, Plant and Equipment and Intangible Assets:
- (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress, investment properties and relevant details of right-of-use assets.
- (ii) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment, capital work-in-progress, investment properties and right-of-use assets were physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) Based on our examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties of land and building, other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company disclosed in the financial statements included in property, plant and equipment and investment property and are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for borrowings, are held in the name of the company based on the confirmations directly received by us from lenders.
- a) The Company has provided loans or advances in the nature of loans, stood guarantee, or provided security during the year and details of which are given below:
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements, book debt statement and other stipulated financial information filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.
- (iii) The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies during the year, in respect of which:

Particulars	Amount in ₹ (Lakhs)		
	Loans	Guarantee	Security
A. Aggregate amount granted / provided during the year:			
- Subsidiaries	10,923	7,984	1,374
- Others	609	-	-
B. Balance outstanding as at balance sheet date in respect of above cases			
- Subsidiaries	9,450	21,401	2,410
- Others	899	-	2,460

- b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) None of the loans or advances in the nature of loans granted by the Company have fallen due during the year.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us in respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.
- There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) Details of dues of Income-tax, Sales tax, Value Added Tax and Central Excise Act which have not been deposited as on 31 March 2024 on account of disputes are given below:

Name of the statute	Nature of dues	Amount (in ₹ lakhs)	Period to which the amount relates	Forum where dispute is pending
Commercial Taxes Delhi Vat Act, 2004	Disputed turnover	5	FY 2006-2007	Commissioner, Appeals
The Central Tax (Assam), Rules 1957	Non submission of F-Forms & C-Forms to the Department	14	FY 2011-2012 & FY 2012-2013	Asst. Commissioner, Appeals
Central Excise Act	Levy of CVD and SAD on imports	606	FY 2009-2015	2009 - 2012 –The Excise Appellate Tribunal 2012-2013 –Commissioner of Central Excise 2013-2015 – The Excise Appellate Tribunal
Tamilnadu Goods and Services Act	Disputed credits FY – 2017-18	22	FY 2017-18	Appellate Authority
Income Taxes	Disallowances of items.	1,676	FY 2009-2010 FY 2012-2013 FY 2013-2014 FY 2015-2016 FY 2016-2017	Commissioner of Income Tax (CIT) Appeals

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company did not have any associate or joint venture during the year.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries and hence reporting on clause (ix)(f) of the Order is not applicable. The Company did not have any associate or joint venture during the year.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We were unable to obtain on timely basis some of the internal audit report of the company issued for the period under audit, hence we were unable to consider the internal audit report in our audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its subsidiary companies persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the

facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6)

of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

**Rekha Bai**  
Partner  
(Membership No. 214161)  
(UDIN: 24214161BKEXBR3528)

Place: Chennai  
Date: 24 May 2024

# Standalone Balance Sheet

CIN: L93090TN1994PLC028578

As at March 31, 2024

(All amounts in Indian ₹ Lakhs, except as otherwise stated)

Particulars	Note No.	As at	
		March 31, 2024	March 31, 2023
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3	17,932.52	17,259.98
(b) Right of use Assets	3(a)	107.31	110.21
(c) Capital work-in-progress	3	29.19	246.10
(d) Investment Property	4	2,223.61	2,117.00
(e) Other Intangible assets	5	5,193.86	5,518.71
(f) Financial Assets			
(i) Investment in Subsidiaries	6(a)	18,827.68	24,091.86
(ii) Other Non Current Investments	6(b)	30.00	530.35
(iii) Loans	7(c)	6,145.61	12,902.75
(iv) Other financial assets	7(d)	2,878.23	2,193.40
(g) Income Tax Asset (Net)	18(c)	1,190.07	809.17
(h) Other non-current assets	8	178.17	203.12
<b>Total Non-current assets</b>		<b>54,736.25</b>	<b>65,982.65</b>
<b>Current assets</b>			
(a) Inventories	9	15,933.37	5,894.52
(b) Financial Assets			
(i) Investments	7(b)	27,136.71	27,655.22
(ii) Trade receivables	10	9,922.37	7,169.98
(iii) Cash and cash equivalents	11	966.33	183.04
(iv) Bank balances other than (iii) above	7(e)	12,056.04	9,809.86
(v) Loans	7(c)	4,211.82	1.62
(vi) Other financial assets	7(d)	1,483.84	2,118.98
(c) Other Current assets	12	3,382.82	1,092.96
(d) Assets classified as held for Sale	7(a)	1,426.27	-
<b>Total Current assets</b>		<b>76,519.57</b>	<b>53,926.18</b>
<b>Total Assets</b>		<b>1,31,255.82</b>	<b>1,19,908.83</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	13	1,515.88	1,515.88
(b) Other Equity	14	76,909.65	72,023.25
<b>Total equity</b>		<b>78,425.53</b>	<b>73,539.13</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16(a)	9,803.85	10,752.89
(ii) Lease liabilities	3(b)	99.17	112.08
(iii) Other Financial Liabilities	17	109.21	108.51
(b) Provisions	19	455.19	446.41
(c) Other non-current liabilities	17(a)	-	18.19
<b>Total Non-Current liabilities</b>		<b>10,467.42</b>	<b>11,438.08</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16(b)	25,256.23	25,730.11
(ii) Lease liabilities	3(b)	11.45	2.93
(iii) Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises		539.45	276.18
(B) Total outstanding dues of creditors other than micro Enterprises and Small Enterprises	20	5,811.54	3,082.27
(iv) Other Financial Liabilities	17	246.86	179.71
(b) Other Current Liabilities	21	10,296.73	5,540.30
(c) Provisions	19	200.61	120.12
<b>Total Current Liabilities</b>		<b>42,362.87</b>	<b>34,931.62</b>
<b>Total Liabilities</b>		<b>52,830.29</b>	<b>46,369.70</b>
<b>Total Equity and Liabilities</b>		<b>1,31,255.82</b>	<b>1,19,908.83</b>

See accompanying notes forming part of the Standalone Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

For and on behalf of the **Board of Directors**  
SWELECT Energy Systems Limited

**Rekha Bai**  
Partner  
Membership no.214161

**R. Chellappan**  
Managing Director  
DIN:00016958

**A. Balan**  
Joint Managing Director  
DIN:00017091

Place: Chennai  
Date: May 24, 2024

**R. Sathishkumar**  
Company Secretary

**Nikhila R**  
Chief Financial Officer



# Standalone Statement of Profit and Loss

CIN: L93090TN1994PLC028578

For the year ended March 31, 2024

(All amounts in Indian ₹ Lakhs, except as otherwise stated)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>I Income</b>			
Revenue from operations	22	24,636.60	22,891.46
Other income	23	4,532.47	3,211.47
<b>Total income</b>		<b>29,169.07</b>	<b>26,102.93</b>
<b>II Expenses</b>			
Cost of raw materials and components consumed	24	18,704.00	8,136.85
Purchase of stock in trade	24A	356.68	868.87
Decrease / (Increase) in inventories of finished goods, and work-in-progress	25	(3,717.44)	4,542.55
Employee benefits expense	26	1,491.31	1,319.79
Finance costs	28	3,329.83	2,532.00
Depreciation and amortisation expense	27	1,439.86	1,386.93
Other expenses	29	4,119.57	4,012.02
<b>Total expenses</b>		<b>25,723.81</b>	<b>22,799.01</b>
<b>III Profit before exceptional items and tax (I-II)</b>		<b>3,445.26</b>	<b>3,303.92</b>
<b>IV Exceptional items- gain on sale /fair value of investments in subsidiary</b>	42	1,684.79	-
<b>V Profit before tax (III+IV)</b>		<b>5,130.05</b>	<b>3,303.92</b>
<b>VI Tax Expense</b>			
Current tax	18(b)	-	38.77
Deferred tax		-	-
<b>Income tax expense</b>		-	<b>38.77</b>
<b>VII Profit for the year from continuing operations (V-VI)</b>		<b>5,130.05</b>	<b>3,265.15</b>
<b>VIII Net (loss) from discontinued operations before tax</b>	40	-	(2,330.73)
<b>IX Tax expense/(credit) of discontinued operations</b>		-	-
<b>X Net (loss) from discontinued operations after tax</b>		-	(2,330.73)
<b>XI Net profit for the year (VII+X)</b>		<b>5,130.05</b>	<b>934.42</b>
<b>XII Other comprehensive income (OCI)</b>			
<b>Items that will not be reclassified to profit or loss</b>			
(i) Remeasurement of net defined benefit liability	31	(61.74)	18.07
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>(61.74)</b>	<b>18.07</b>
<b>XIII Total comprehensive income for the year (XI+XII)</b>		<b>5,068.31</b>	<b>952.49</b>
<b>XIV Earnings per equity share (Face Value of ₹ 10/- each) for continuing operations</b>			
1. Basic (in ₹)		33.84	21.54
2. Diluted (in ₹)		33.84	21.54
<b>XV Earnings per equity share (Face Value of ₹ 10/- each) for discontinued operations</b>			
1. Basic (in ₹)		-	(15.38)
2. Diluted (in ₹)		-	(15.38)
<b>XVI Earnings per equity share (Face Value of ₹ 10/- each) for continuing and discontinued operations</b>	30		
1. Basic (in ₹)		33.84	6.16
2. Diluted (in ₹)		33.84	6.16

See accompanying notes forming part of the Standalone Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

For and on behalf of the **Board of Directors**

SWELECT Energy Systems Limited

**Rekha Bai**

Partner

Membership no.214161

**R. Chellappan**

Managing Director

DIN:00016958

**A. Balan**

Joint Managing Director

DIN:00017091

Place: Chennai

Date: May 24, 2024

**R. Sathishkumar**

Company Secretary

**Nikhila R**

Chief Financial Officer

# Standalone Cash Flow Statement

For the year ended March 31, 2024

(All amounts in Indian ₹ Lakhs, except as otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. Cash flow from operating activities:</b>		
<b>Profit before tax</b>	<b>5,130.05</b>	<b>973.19</b>
Adjustments for:		
Depreciation and Amortisation Expense	1,439.86	2,371.02
(Gain)/Loss on investments carried at fair value through Profit and Loss	(1,481.21)	(672.40)
Net gain from the sale of current investment	(427.88)	(546.74)
Gain on sale of investment/Fair Value of investments in subsidiary	(1,684.79)	-
Provision for assets no longer in use	-	984.09
Provision no longer required written back	(400.00)	
Provision for warranties	(11.35)	17.97
Interest expense	3,329.83	2,538.06
Commission income	(234.02)	
Interest income	(1,901.76)	(1,465.80)
(Gain)/Loss on sale of Property, Plant and Equipment	-	(3.08)
Exchange Differences (net)	35.09	583.81
<b>Operating profit before working capital / other changes</b>	<b>3,793.82</b>	<b>4,780.13</b>
<b>Movement in working capital / Others :</b>		
(Increase) / Decrease in trade receivables	(2,552.67)	(791.63)
(Increase) / Decrease in current and non-current assets	(2,264.91)	(354.20)
(Increase) / Decrease in current and non-current Financial assets	657.43	(123.34)
(Increase) / Decrease in inventories	(10,038.85)	7,915.63
Increase / (Decrease) in trade payables, other current and long- term liabilities	7,723.51	(10,197.71)
(Decrease)/ Increase in provisions	38.88	(50.91)
<b>Cash flow generated from operations</b>	<b>(2,642.80)</b>	<b>1,177.97</b>
Taxes paid, net	(380.90)	(250.43)
<b>Net cash flow generated from operating activities (A)</b>	<b>(3,023.70)</b>	<b>927.54</b>
<b>B. Cash flow from investing activities:</b>		
Acquisition of Property, Plant and Equipment, Investment Property and Intangible Assets net of retirement loss	(1,669.24)	(2,046.94)
Net Redemption/ Purchase of investments	2,927.95	(2,271.29)
Proceeds from sale of Property,Plant & Equipment	-	44.27
Investment in Subsidiary	(372.00)	(3,531.54)
Sale of Investments in subsidiary	6,299.99	-
Net Loan repaid by Subsidiaries	3,444.79	(2,469.53)
Investment in Term Deposits	(1,475.30)	-
Changes in other bank balances	(2,246.18)	48.94
Interest received	1,806.39	1,465.80
<b>Net cash flow used in investing activities (B)</b>	<b>8,716.40</b>	<b>(8,760.28)</b>

# Standalone Cash Flow Statement

For the year ended March 31, 2024

(All amounts in Indian ₹ Lakhs, except as otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>C. Cash flow from financing activities:</b>		
Proceeds from borrowings	3,362.91	1,865.54
Payment of lease liabilities	(11.45)	(51.30)
Unpaid dividend transfer	3.13	(0.21)
Interest paid	(3,293.14)	(2,490.02)
Dividend Paid	(181.91)	(454.76)
<b>Net cash flow used in financing activities (C)</b>	<b>(120.45)</b>	<b>(1,130.75)</b>
<b>Net decrease in cash and cash equivalents (A + B + C)</b>	<b>5,572.25</b>	<b>(8,963.50)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>(11,783.46)</b>	<b>(2,819.96)</b>
<b>Closing cash and cash equivalents</b>	<b>(6,211.21)</b>	<b>(11,783.46)</b>
<b>Cash and Cash equivalents (Refer Note 11(a))</b>	<b>(6,211.21)</b>	<b>(11,783.46)</b>

See accompanying notes forming part of the Standalone Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

For and on behalf of the **Board of Directors**  
SWELECT Energy Systems Limited

**Rekha Bai**  
Partner  
Membership no.214161

**R. Chellappan**  
Managing Director  
DIN:00016958

**A. Balan**  
Joint Managing Director  
DIN:00017091

Place: Chennai  
Date: May 24, 2024

**R. Sathishkumar**  
Company Secretary

**Nikhila R**  
Chief Financial Officer

# Statement of Changes in Equity

For the year ended March 31, 2024

(All amounts in Indian ₹ Lakhs, except as otherwise stated)

## a. Equity Share Capital

As at April 1, 2022	Changes in Equity Share Capital during the year	Balance as at March 31, 2023	Changes in Equity Share Capital during the year	Balance as at March 31, 2024
1,515.88	-	1,515.88	-	1,515.88

## b. Other Equity

Particulars	Reserves & Surplus				Total Other Equity
	Capital Reserve	Securities premium	Retained earnings	General Reserve	
<b>Balance as at April 1, 2022</b>	<b>152.64</b>	<b>4,291.19</b>	<b>46,980.55</b>	<b>18,102.14</b>	<b>69,526.52</b>
Profit for the year	-	-	934.42	-	934.42
Other Comprehensive Income (Net of tax)	-	-	18.07	-	18.07
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>952.49</b>	<b>-</b>	<b>952.49</b>
Profit on sale of shares of a subsidiary	1,999.00	-	-	-	1,999.00
Final Dividend for the year 2021-22	-	-	(454.76)	-	(454.76)
<b>Balance as at As at March 31, 2023</b>	<b>2,151.64</b>	<b>4,291.19</b>	<b>47,478.28</b>	<b>18,102.14</b>	<b>72,023.25</b>
Profit for the year	-	-	5,130.05	-	5,130.05
Other Comprehensive Income (Net of tax)	-	-	(61.74)	-	(61.74)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>5,068.31</b>	<b>-</b>	<b>5,068.31</b>
Final Dividend for the year 2022-23	-	-	(181.91)	-	(181.91)
<b>Balance as at March 31, 2024</b>	<b>2,151.64</b>	<b>4,291.19</b>	<b>52,364.68</b>	<b>18,102.14</b>	<b>76,909.65</b>

See accompanying notes forming part of the Standalone Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

For and on behalf of the **Board of Directors**  
SWELECT Energy Systems Limited

**Rekha Bai**  
Partner  
Membership no.214161

**R. Chellappan**  
Managing Director  
DIN:00016958

**A. Balan**  
Joint Managing Director  
DIN:00017091

Place: Chennai  
Date: May 24, 2024

**R. Sathishkumar**  
Company Secretary

**Nikhila R**  
Chief Financial Officer

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 1 Corporate information

SWELECT ENERGY SYSTEMS LIMITED ('the Company') was incorporated as a Public Limited Company on September 12, 1994. The Company is a public limited company domiciled in India with its shares listed on BSE and NSE. The registered office of the Company is No.5 SWELECT House, Sir PS Sivasamy Salai, Mylapore, Chennai- 600004. The Company is engaged in the business of manufacturing of solar mounting structures, trading of Solar photovoltaic modules, solar Photovoltaic inverters and other ancillary products, solar and wind power generation, contract manufacturing services and installation and maintenance services.

## 2 A Basis of preparation and presentation

### (a) Statement of compliance

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with section 133 of the Companies Act, 2013 and presentation requirements of Division II of schedule III to the Companies Act, 2013 (as amended from time to time).

### (b) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is the Company's functional currency. All the financial information have been presented in Indian Rupees Lakhs except for share data and as otherwise stated.

### (c) Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### (d) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values whereby the valuation is obtained from an external independent valuer, where feasible, which is then reviewed by the Chief Financial Officer for the underlying assumptions used in the valuation.

The Chief Financial Officer regularly reviews the significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used by the valuer to measure fair values, then the Chief Financial Officer assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 4 – Investment Property and

Note 38 – Financial Instruments

## 2 B Critical accounting estimates and judgements

In the application of the Company's accounting policies, management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## Judgements

Note 5 - Revenue from Service Concession Arrangements

## Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2024 is included in the following notes:

Note 3 - Useful life of Property, Plant and Equipment

Note 37 - Fair valuation of Financial Assets/Liabilities

Notes 6, 7 & 10 - Impairment of financial assets and other assets

Note 9 - Allowance for Non-moving, Slow moving inventories

Note 19 - Provision for Warranty and the underlying projections / assumptions / judgements etc.

Note 31 – Measurement of Defined Benefit Obligations: Key actuarial assumptions

## 2C Summary of Material accounting policies

### (a) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification which is determined based on the operating cycle.

An asset is treated as current when it is:

- Expected to be realised or intended to sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a

liability for at least twelve months after the reporting period

The Company classifies all other assets as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### (b) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties collected on behalf of the Government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The following specific recognition criteria must also be met before revenue is recognised:

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## **Sale of goods**

Revenue from sale of goods, its accessories and other traded/manufactured goods are recognised when control of ownership is passed to the buyer, which generally coincides with dispatch of goods. Revenues under composite contracts comprising supply, installation and commissioning are recognised on receipt of the CEIG Approval for the contract.

Sales Tax/Value Added Tax (VAT), Goods and Service Tax is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

## **Sale of power**

Revenue from sale of power from renewable energy sources is recognised in accordance with the price agreed under the provisions of the Power Purchase Agreement entered into with customers. Such revenue is recognised on the basis of actual units generated and transmitted.

Revenue from power distribution business is accounted on the basis of billings to the customers and includes unbilled revenues accrued up to the end of accounting year. Customers are billed as per the tariff rates in the Power Purchase Agreement.

## **Renewable Energy Certificate (REC) Income:**

Income arising from REC is recognised on sale of such RECs at the Power Exchange and are accounted for as and when such sale happens.

## **Income from service**

Revenue from maintenance contracts is recognised in the Statement of Profit and Loss on a periodic basis over the period of the contract according to the terms and conditions of the agreements. Income from installation contracts is recognised when the certificate of installation is received from the customer.

## **Interest income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by

reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## **Dividend**

Revenue is recognised when the Company's right as a shareholder/unit holder to receive payment is established by the reporting date.

## **Rental Income**

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in Revenue from Operations in the Statement of Profit or Loss due to its operating nature.

## **(c) Service Concession Agreement**

The Company constructs Infrastructure used to provide a public service, operates and maintains that Infrastructure (operation services) for a specified period of time.

These arrangements may include Infrastructure used in a Public-to-Private service concession arrangement for its entire useful life.

Under Appendix C to Ind AS 115 - Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The Intangible asset model is used to the extent that the Company receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used when the Company has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the Company performs more than one service (i.e., construction or upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated with reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

The Company manages concession arrangements which include constructing Solar

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

power distribution assets for distribution of electricity. The Company maintains and services the Infrastructure during the concession period. These concession arrangements set out rights and obligations related to the Infrastructure and the services to be provided.

The right to consideration gives rise to an Intangible asset and financial receivable and accordingly, both the Intangible asset and financial receivable models are applied. Income from the concession arrangements earned under the Intangible asset model consists of the value of contract revenue, which is deemed to be fair value of consideration transferred to acquire the asset; and payments actually received from the users. The Intangible asset is amortised over its expected useful life in a way that reflects the pattern in which the asset's economic benefits are consumed by the Company, starting from the date when the right to operate starts to be used. Based on these principles, the Intangible asset is amortised in line with the actual usage of the specific public facility or the agreement period, whichever is less.

Financial receivable is recorded at fair value of guaranteed residual value to be received at the end of the concession period. This receivable is subsequently measured at amortised cost.

Any asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial asset expires.

## (d) Inventories

Inventories are valued as follows:

Raw materials and components	Lower of cost and net realisable value.
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However, materials and other items held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.

Work-in-progress, Finished goods	Lower of cost and net realisable value.
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Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs to make the sale.

The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

## (e) Taxes

### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax related to items recognised outside Statement of Profit and Loss are recognised either in other comprehensive income or in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations



# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in Other Comprehensive Income or in Equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in Equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no

deferred tax (asset or liability) is recognised in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate.

## (f) Employee Benefits

### Defined Contribution Plan

#### Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent of the pre-payment.

#### Employee State Insurance

Contributions to Employees State Insurance Scheme are recognised as expense in the year in which the services are rendered.

### Defined Benefit Plan

#### Gratuity

The Company makes annual contribution to a Gratuity Fund administered by trustees and managed by LIC. The Company accounts its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method. Actuarial gains/losses are immediately recognised in Retained Earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods. The defined benefit obligation recognised in the Balance Sheet represents the present value of the Defined Benefit Obligation

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

less the Fair Value of Plan Assets out of which the obligations are expected to be settled.

## Long Term Compensated Absences

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. The Company presents the leave as a current liability in the Balance Sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

## Short Term Employee Benefits

Short Term Employee Benefits includes short term compensated absences which is recognised based on the eligible leave at credit on the Balance Sheet date and the estimated cost is based on the terms of the employment contract.

## Code on Social Security, 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has published in the Gazette of India. However, the date of which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

## **(g) Foreign Currency Transactions and Translations**

The Company's financial statements are presented in ₹, which is also the Company's functional currency.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange

gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated. Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

## **Forward exchange contracts entered into to hedge foreign currency risk of an existing Asset/Liability**

In the event of the Company entering into hedging transactions, the premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

## **(h) Earnings per share (EPS)**

Basic earnings per share is computed by dividing the profit / loss after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / loss after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

## (i) Property, Plant and Equipment and Other Intangible assets

Property, Plant and Equipment and Other Intangible assets are stated at original cost net of tax/duty credit availed, less accumulated depreciation/amortisation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Other Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Other Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to Statement of Profit and Loss for the year during which such expenses are incurred.

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

Gains and losses arising from derecognition of Property, Plant and Equipment and Other Intangible assets are measured as the difference between the net disposal proceeds and the

carrying amount of the Property, Plant & Equipment is recognised in the Statement of the Profit and Loss, when the Property, Plant and Equipment is derecognised.

The Company identifies and determines cost of each component/part of the Property, Plant and Equipment separately, if the component/part has a cost which is significant to the total cost of the Property, Plant and Equipment and has useful life that is materially different from that of the remaining Property, Plant and Equipment.

Capital Work-in-Progress: Projects under which Property, Plant and Equipment are not ready for their intended use and capital work-in-progress are carried at cost, comprising direct cost and attributable interest. Once it has become available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

## (j) Depreciation and amortisation

Depreciation is provided using the straight line method as per the useful lives of the Property, Plant and Equipment estimated by the Management as follows:

Buildings	30 years
Plant and Machinery (other than Windmills & Solar Plant)	15 years
-- Windmills (included under Plant and Machinery)	22 years
-- Solar Plant	20- 25 years
Office Equipment	5 years
-- Electrical Equipment	10 years
Computers	3 years
Furniture and Fittings	10 years
Vehicles (Motor cars/Motor Vehicles)	8 years/ 10 years

## (k) Useful lives/depreciation rates

Considering the applicability of Schedule II, the Management has estimated the useful lives and residual values of all its fixed assets. The Management believes that the depreciation rates currently used fairly reflect its estimate of the useful life and residual values of Property, Plant and Equipment, though these rates in certain

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

cases are different from the lives prescribed under Schedule II.

The Management has estimated, supported by independent assessment by professionals, where applicable, the useful lives of the above classes of Property, Plant and Equipment.

The useful life of certain Solar Plant and Machinery and Intangible assets recognised under Service Concession Agreement is 20-25 years, respectively. These lives are higher than those indicated in Schedule II.

Other Intangible assets are amortised using the straight-line method over a period of three years or five years as applicable.

## (l) Impairment of Property, Plant and Equipment and Other Intangible assets

The carrying amounts of Property, Plant and Equipment is reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an Property, Plant and Equipment exceeds its recoverable amount. The recoverable amount is the greater of the Property, Plant and Equipment's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the Property, Plant and Equipment. After impairment, depreciation is provided on the revised carrying amount of the Property, Plant and Equipment over its remaining useful life.

## (m) Investment Property

Investment Property represents Property (Land or Building or part of a Building or both) held (by the owner or by the lessee under a finance lease) to earn rentals or for capital appreciation or both.

Investment Property is measured initially at cost, including transaction costs. Subsequent to initial recognition, Investment Property is stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts if the recognition criteria are met. When significant

parts of the Investment Property is required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred.

Depreciation on Building classified as Investment Property has been provided on the straight-line method based on the useful life as prescribed in Schedule II to the Companies Act, 2013. These are based on the Company's estimate of their useful lives taking into consideration technical factors.

Though the Company measures Investment Property using cost basis measurement, the fair value of Investment Property is disclosed in Note 4. Fair values are determined on an annual evaluation applying a valuation model.

Investment Property is derecognised when either they have been disposed off or when the Investment Property is permanently withdrawn from use and no future economic benefit from its disposal.

When the use of a property changes from investment property to owner-occupied, the property is reclassified as property, plant and equipment at its carrying amount on the date of classification."

The difference between the net disposal proceeds and the carrying amount of the Investment Property is recognised in the Statement of Profit and Loss in the period of derecognition.

## (n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (o) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2015, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Leases where, the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in Property, Plant and Equipment. Lease income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

## (p) Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

## (q) Provision for Warranties

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and Management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claims will arise, being typically up to twenty five years.

The estimates used for accounting of warranty liabilities/recoveries are reviewed periodically and revisions are made as required.

## (r) Financial instruments

### Financial Assets:

#### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognised in Other Comprehensive Income (i.e. fair value through Other Comprehensive Income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the Balance Sheet, with value changes recognised in the Statement of Profit and Loss, except for those equity investments for which the entity has elected to present value changes in 'Other Comprehensive Income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the Statement of Profit and Loss.

## Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either:
  - (a) The Company has transferred substantially all the risks and rewards of the asset, or
  - (b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

## Investment in Subsidiaries

The Company has accounted for its investment in Subsidiaries at cost. The Company has elected to account for its equity investments in subsidiaries under Ind AS 27 on Separate Financial Statements, at cost. At the end of each reporting period the Company assesses whether there are indicators of diminution in the value of its investments and provides for impairment loss, where necessary.

## Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Financial Liabilities:

### **Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.
- Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.
- Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.
- Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### **Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **(s) Fair value measurement**

The Company measures specific financial instruments of certain investments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or



# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises the accounting policy for fair value. Other fair value related disclosures are given in relevant notes.

## (t) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise Cash at Banks and on hand including cheques on hand and short-term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## (u) Cash dividend

The Company recognises a liability when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Dividends paid/payable are recognised in the year in which the related dividends are approved by the Shareholders or Board of Directors as appropriate.

## (v) Cash flow statement

Cash flows are presented using indirect method, whereby Profit/(Loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company is segregated based on the available information.

## (w) Business combinations

Business combinations involving entities under the common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Any consideration in excess of the net worth of the acquire Company is adjusted against the reserves of the acquiring Company.

## (x) Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

## (y) Segment Reporting

Operating segments reflect the Company's Management structure and the way the financial information is regularly reviewed by the Company's Chief Executive Officer (CEO).

The CEO considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and Management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under unallocated revenue / expenses / assets / liabilities.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 3 Property, Plant and Equipment

Particulars	Land	Buildings	Plant and Machinery	Office & Electrical Equipment	Computers	Furniture and Fittings	Vehicles	Total
<b>Cost</b>								
<b>Balance as at April 1, 2022</b>	<b>1,116.19</b>	<b>722.79</b>	<b>21,735.70</b>	<b>449.58</b>	<b>73.77</b>	<b>325.33</b>	<b>167.28</b>	<b>24,590.64</b>
Additions	-	-	545.59	22.56	11.16	4.50	59.96	722.85
Transfers from CWIP	-	-	79.08	-	-	-	-	-
Deletions	-	-	(2,762.54)	(8.27)	(16.40)	(70.50)	(23.99)	(2,881.70)
Transferred to Investment Property	(292.83)	-	-	-	-	-	-	(292.83)
<b>As at March 31, 2023</b>	<b>823.36</b>	<b>722.79</b>	<b>19,597.83</b>	<b>463.87</b>	<b>68.53</b>	<b>259.33</b>	<b>203.25</b>	<b>22,138.96</b>
Additions	20.54	34.86	1,272.93	63.83	30.54	1.94	13.96	1,684.70
Transfers from CWIP	-	-	246.10	-	-	-	-	-
Deletions	-	-	-	-	-	-	-	-
Other Transfers	-	-	1,142.31	(51.56)	(25.39)	5.44	(10.15)	1,060.65
<b>As at March 31, 2024</b>	<b>843.90</b>	<b>757.65</b>	<b>22,259.17</b>	<b>476.14</b>	<b>73.68</b>	<b>266.71</b>	<b>207.06</b>	<b>24,884.31</b>
<b>Accumulated Depreciation</b>								
<b>Balance as at April 1, 2022</b>	<b>-</b>	<b>225.36</b>	<b>4,933.92</b>	<b>302.40</b>	<b>67.10</b>	<b>282.04</b>	<b>105.08</b>	<b>5,915.90</b>
Charge for the year	-	27.19	923.84	33.55	6.65	7.72	16.58	1,015.53
Deletions	-	-	(1,936.30)	(6.65)	(15.08)	(70.50)	(23.91)	(2,052.44)
Others Transfers	-	-	-	-	-	-	-	-
<b>As at March 31, 2023</b>	<b>-</b>	<b>252.54</b>	<b>3,921.46</b>	<b>329.30</b>	<b>58.67</b>	<b>219.26</b>	<b>97.75</b>	<b>4,878.98</b>
Charge for the year	-	27.48	904.83	37.23	13.39	7.20	22.94	1,013.07
Deletions	-	-	-	-	-	-	-	-
Others Transfers	-	16.57	1,144.77	(54.73)	(29.30)	(7.46)	(10.12)	1,059.73
<b>As at March 31, 2024</b>	<b>-</b>	<b>296.59</b>	<b>5,971.06</b>	<b>311.80</b>	<b>42.76</b>	<b>219.00</b>	<b>110.58</b>	<b>6,951.79</b>
<b>Net Block</b>								
<b>As at March 31, 2023</b>	<b>823.36</b>	<b>470.25</b>	<b>15,676.37</b>	<b>134.57</b>	<b>9.86</b>	<b>40.07</b>	<b>105.50</b>	<b>17,259.98</b>
<b>As at March 31, 2024</b>	<b>843.90</b>	<b>461.06</b>	<b>16,288.11</b>	<b>164.34</b>	<b>30.92</b>	<b>47.71</b>	<b>96.48</b>	<b>17,932.52</b>

### Notes:

- (i) The Company's obligations (Refer Note 16) are secured by the hypothecation of plant and machinery, which has a carrying amount of ₹ 10,982.47 Lakhs (March 31, 2023-₹ 12,539.42 Lakhs)
- (ii) a) Capital Work In progress ageing schedule for the years ended March 31, 2024 and March 31, 2023 is as follows:

Period	CWIP	Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Mar-24	Projects in progress	29.19	-	-	-	<b>29.19</b>
Mar-23	Projects in progress	246.10	-	-	-	<b>246.10</b>

- b) Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan - Nil

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 3 (a) Leases

The Company has taken lease of land properties

### (a) Right of Use Asset “ROU”

The following are the changes in the carrying value of right of use assets for the year ended March 31, 2024 and March 31, 2023

Particulars	Amount
<b>Balance as at April 1, 2022</b>	<b>92.81</b>
Additions	115.06
Deletions	(44.41)
Depreciation*	(53.25)
<b>As at March 31, 2023</b>	<b>110.21</b>
Additions	2.30
Deletions	-
Depreciation*	(5.21)
<b>As at March 31, 2024</b>	<b>107.31</b>

\*The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

### (b) Lease Liabilities

The following is the movement in lease liabilities during year ended March 31, 2024 and March 31, 2023

Particulars	Amount
<b>Balance as at April 1, 2022</b>	<b>100.87</b>
Additions	115.06
Finance Cost accrued during the year	6.16
Deletions	(22.85)
Payment of Lease liabilities	(84.23)
<b>As at March 31, 2023</b>	<b>115.01</b>
Additions	2.30
Finance Cost accrued during the year	9.55
Deletions	-
Payment of Lease liabilities	(16.24)
<b>As at March 31, 2024</b>	<b>110.62</b>

The following is the break-up of current and non current liabilities as on March 31, 2024

Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	11.45	2.93
Non Current lease liabilities	99.17	112.08

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (c) Amounts recognized in Profit and Loss were as follows

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Depreciation Expenditure	5.21	53.25
Finance cost on Lease liabilities	9.55	6.16

## (d) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis :

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Not later than 1 year	11.45	11.45
Later than 1 year and not later than 5 years	45.79	57.23
Later than 5 years	127.17	124.81

## 4 Investment Property

Particulars	Land and Buildings	
	As at March 31, 2024	As at March 31, 2023
<b>At 01 April 2023</b>		
<b>Cost</b>	<b>2,810.16</b>	<b>2,441.16</b>
Additions during the year	191.17	117.36
Deletions during the year	-	(41.19)
Other Transfers	652.27	292.83
<b>At March 31, 2024</b>	<b>3,563.60</b>	<b>2,810.16</b>
<b>Accumulated Depreciation</b>		
At 01 April 2023	693.16	608.60
Depreciation during the year	84.56	84.56
Other Transfers	652.27	-
<b>March 31, 2024</b>	<b>1,429.99</b>	<b>693.16</b>
<b>Net Block</b>	<b>2,223.61</b>	<b>2,117.00</b>

## Information regarding income and expenditure of Investment Property

Particulars	As at	As at
	March 31, 2024	March 31, 2023
(a) Rental income derived from Investment Property	506.18	440.58
(b) Direct operating expenses (including repairs and maintenance) generating rental income	-	-
(c) Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
<b>Profit arising from Investment Property before depreciation and indirect expenses</b>	<b>506.18</b>	<b>440.58</b>
Less – Depreciation	84.56	84.56
<b>Profit arising from Investment Property before indirect expenses</b>	<b>421.62</b>	<b>356.02</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Measurement of fair values:

### Description of valuation techniques used and key inputs to valuation on Investment Property:

As at March 31, 2024 and March 31, 2023, the fair value of the Property is ₹ 3,492.30 Lakhs and ₹ 3,978.38 Lakhs, respectively. The valuation is based on fair value assessment performed by the Management. A valuation model as recommended by the International Valuation Standards Committee has been applied. The fair value is not based on the valuation by an independent valuer.

The Company has no restrictions on the realisability of its Investment Property and has no contractual obligations to purchase, construct or develop Investment Property or has any plans for major repairs, maintenance and enhancements.

This method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, a market-derived discount rate is applied to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

Under the Discounted cash flow method, fair value is estimated using assumptions regarding the fair market value of the Property.

In this regard, the key assumptions used for fair value calculations are as follows:

- It is presumed that the vacancy durations of the Property will have no material impact on the cash flow projections, as they are immaterial.
- Existing rental escalation terms will continue to exist in the future without any modification.
- It is presumed that no brokerage, commission costs will be incurred on the let out of Property.

The weighted average cost of capital (WACC) is the rate that a Company is expected to pay on average to all its security holders to finance its assets. The weighted average cost of capital is calculated by Capital Asset Pricing Model (CAPM). This model takes into account the asset's sensitivity to non-diversifiable risk (also known as systematic risk or market risk), represented by the quantity beta (  $\beta$  ) in the financial industry, as well as the expected return of the market and the expected return of a theoretical risk-free asset.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment, or refurbishment. The appropriate duration is typically driven by market behaviour that is characteristic of the class of real Property. Periodic cash flow is typically estimated as gross income, non-recoverable expenses, collection losses, lease incentives, maintenance cost and other operating and Management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

Significant increase (decrease) in the estimated rental value and rent growth per annum in isolation would result in a significantly higher (lower) fair value of the Property. Significant increase (decrease) in long-term vacancy rate and discount rate (and exit yield) in isolation would result in a significantly lower (higher) fair value.

Generally, a change in the assumption made for the estimated rental value is accompanied by:

- i. A directionally similar change in the rent growth per annum and discount rate (and exit yield).
  - ii. An opposite change in the long term vacancy rate.
- (ii) The Company's and its subsidiaries obligations (Refer Note 16) are secured by the hypothecation of land and building, which has a carrying amount of ₹ 722.72 Lakhs (March 31, 2023-₹ 186.99 Lakhs)

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Reconciliation of fair value:

Particulars	Amount in Lakhs
<b>Gross Block as at March 31, 2024</b>	<b>3,653.60</b>
Fair value difference (net)	(161.30)
<b>Gross Block as at March 31, 2024</b>	<b>3,492.30</b>

## 5 Other Intangible assets

Particulars	Certification Process	Service Concession Arrangement (Refer Notes below)	Computer software	Total
<b>Cost</b>				
<b>As at April 1, 2022</b>	<b>236.47</b>	<b>7,697.77</b>	<b>133.55</b>	<b>8,067.79</b>
Additions	-	-	13.21	13.21
Deletions	(236.47)	-	-	(236.47)
<b>As at March 31, 2023</b>	<b>-</b>	<b>7,696.77</b>	<b>146.76</b>	<b>7,843.53</b>
Additions	-	-	12.88	12.88
Deletions	-	-	(16.39)	(16.39)
<b>As at March 31, 2024</b>	<b>-</b>	<b>7,696.77</b>	<b>143.25</b>	<b>7,840.02</b>
<b>Amortisation</b>				
<b>As at April 1, 2022</b>	<b>169.92</b>	<b>1,913.00</b>	<b>79.10</b>	<b>2,162.02</b>
Charge for the year	11.12	310.67	22.05	343.84
Deletions	(181.04)	-	-	(181.04)
<b>As at March 31, 2023</b>	<b>-</b>	<b>2,223.67</b>	<b>101.15</b>	<b>2,324.82</b>
Charge for the year	-	310.67	26.35	337.02
Deletions	-	(0.65)	(15.03)	(15.68)
<b>As at March 31, 2024</b>	<b>-</b>	<b>2,533.69</b>	<b>112.47</b>	<b>2,646.16</b>
<b>Net block</b>				
<b>As at March 31, 2023</b>	<b>-</b>	<b>5,473.10</b>	<b>45.61</b>	<b>5,518.71</b>
<b>As at March 31, 2024</b>	<b>-</b>	<b>5,163.08</b>	<b>30.78</b>	<b>5,193.86</b>

### Notes:

- The Company (Operator) has entered into the following Power Purchase Agreements (PPA) with counter parties (Grantor). The Company has assessed the same as an arrangement which needs to be accounted under the principles of Appendix C of Ind-AS 115 as the following conditions are met:

The Grantor controls or regulates which services the Operator must provide to the Infrastructure (Solar Power Plant), to whom it must provide and at what price and the controls the Grantor will exercise through ownership, beneficial entitlement or other significant residual interest in the Infrastructure at the end of the term of the arrangement.

Infrastructure within the scope of Appendix C of Ind-AS 115 is not recognised as Property, Plant and Equipment of the Operator because the contractual service arrangement does not convey the right to control the use of the Infrastructure to the Operator.

Consideration for the construction services received or receivable by the Operator is recognised at its fair value. The consideration may be rights to:

- a financial asset or
- an Intangible asset.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The Company recognises a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from the Grantor for the construction services; the Grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law, even if payment is contingent on the operator ensuring that the Infrastructure meets specified quality or efficiency requirements.

The tenure of the PPA represents the significant useful life of the Infrastructure. Consequently, the Company has an intangible right to receive cash through the tenure of the PPA and the same has been recognised as an Other Intangible asset. The Other Intangible asset is amortised over the agreement period.

- Other Intangible asset with a carrying amount of ₹ 3,884.70 Lakhs (as at March 31, 2023: ₹ 4,123.76 Lakhs) has been pledged in favour of the Grantor against the grant received and receivable from the Grantor.

## 6. Financial Assets

Unquoted, carried at cost less impairment

### (a) Non-current investments - Investment in Subsidiaries

Particulars	As at March 31, 2024	As at March 31, 2023
4,44,000 (March 31, 2023 : 4,44,000) Equity shares of SWELECT Solar Energy Private Limited, ₹ 100/- each fully paid	444.00	444.00
1,22,32,500 (March 31, 2023 : 1,22,32,500) Equity shares of SWELECT Energy Systems Pte. Limited, Singapore Dollar 1/- each fully paid	4,372.90	4,372.90
Nil (March 31, 2023: 97,00,000) Equity shares of Amex Alloys Private Limited, ₹ 10/- each fully paid (Refer Note 42)	-	5,636.18
18,60,953 (March 31, 2023 : 18,60,953) Equity shares of SWELECT Green Energy Solutions Private Limited, ₹ 100/- each fully paid	8,712.99	8,712.99
46,000 (March 31, 2023 : 46,000) Equity warrants of SWELECT Inc, USA, USD 10/- each fully paid	336.30	336.30
9,30,000 (March 31, 2023 : 9,30,000) Equity shares of SWELECT Power Systems Private Limited, ₹ 100/- each fully paid	3,036.80	3,036.80
1,85,20,000 (March 31, 2023 : 1,85,20,000) Equity shares of SWELECT Sun Energy Private Limited, ₹ 10/- each fully paid	1,852.00	1,852.00
1,33,21,222 (March 31, 2023 : 1,33,21,222) Equity shares of SWELECT Renewable Energy Private Limited, ₹ 10/- each fully paid	1,332.12	1,332.12
64,45,600 (March 31, 2023 : 64,45,600) Equity shares of SWELECT RE Power Private Limited, ₹ 10/- each fully paid	644.56	644.56
88,60,000 (March 31, 2023 : 88,60,000) Equity shares of SWELECT Taiyo Energy Private Limited, ₹ 10/- each fully paid	887.00	887.00
37,00,000 (March 31, 2023 : Nil) Equity shares of SWELECT Clean Energy Private Limited, ₹ 10/- each fully paid	370.00	-
10,000 (March 31, 2023 : Nil) Equity Shares of SWELECT Sustainable Energy Private Limited	1.00	-
10,000 (March 31, 2023 : Nil) Equity Shares of ESG Solar Energy Private Limited	1.00	-
	<b>21,990.67</b>	<b>27,254.85</b>
Less : Provision for diminution in value of investment in one of the Subsidiary	(3,162.99)	(3,162.99)
	<b>18,827.68</b>	<b>24,091.86</b>
Aggregate book value of unquoted investments	21,990.67	27,254.85
Aggregate book value of impairment in value of investment	3,162.99	3,162.99



# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 6 (b) Other non-current investment

### Unquoted Investment in equity shares at fair value through Statement of Profit and Loss

Particulars	As at March 31, 2024	As at March 31, 2023
3,00,000 (March 31, 2023 : 3,00,000) Equity shares of Gem Sugars Limited, ₹ 10/- each fully paid	30.00	30.00
Nil (March 31, 2023 : 3,520) Equity shares of Yajur Energy Solutions Private Limited, ₹ 10/- each fully paid	-	0.35
<b>Investment in tax free bonds (unquoted) carried at amortised cost</b>		
Nil (March 31, 2023: 50,000) bonds of ₹ 1,000/- each fully paid in Housing and Urban Development Corporation Limited	-	500.00
	<b>30.00</b>	<b>530.35</b>
Aggregate value of unquoted investments	30.00	530.35

## 7 Financial Assets

### Asset classified held for sale

#### (a) Unquoted Investment in equity shares at fair value through Statement of Profit and Loss

Particulars	As at March 31, 2024	As at March 31, 2023
17,90,600 (March 31, 2023: Nil) Equity shares of Amex Alloys Private Limited, ₹ 10/- each fully paid (Refer Note 42)	1,426.27	-
	<b>1,426.27</b>	<b>-</b>

## 7 (b) Current investments

### Investments at fair value through Profit or loss (FVTPL) Quoted Mutual funds

Particulars	As at March 31, 2024	As at March 31, 2023
2,725,901.41 units (March 31, 2023: 2,725,901.41) units of Aditya Birla Sunlife Banking & PSU Debt fund - Regular - Growth	9,043.82	8,432.09
316,156.000 units (March 31, 2023: 316,156.000) units of ICICI Prudential Savings - Fund Growth	1,560.30	1,446.38
16,444,388.183 units ( March 31, 2023-16,889,967.522) ICICI Prudential Banking and PSU Debt Fund - Growth	4,876.76	4,652.68
2,02,01,163.047 units( March 31, 2023-22,094,457 units) Bandhan Banking & PSU Debt Fund - Regular Plan - Growth	4,512.94	4,615.38
Nil units (March 31, 2023-75,06,779.966 units) HDFC Credit Risk Debt Fund - Regular -Growth	-	1,520.61
57,14,384.77 units (March 31, 2023-68,00,875.395 units) ICICI Prudential Medium Term Bond Fund- Growth	2,306.71	2,554.46
Nil units (March 31, 2023- 2,862.11 units) SBI Liquid Fund -Growth	-	100.00
17,66,988.11 units (March 31, 2023- 26,30,318.41 units) SBI Corporate Bond Fund -Growth	247.43	343.63
52,13,219.42 Units (March 31, 2023- 1,39,38,219.421 units) ICICI Nifty PSU Bond Plus SDL Sep 2027 -Growth*	582.31	1,455.14

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
2,42,28,179.27 units (March 31, 2023- 2,42,28,179.27 units ) Aditya Birla Sun Life Nifty SDL Plus PSU Bond SEP 2026 60:40 Index Fund Regular Plan Growth (WL)-Growth*	2,714.16	2,534.85
29,35,183.9 units (March 31, 2023- Nil)	551.41	-
Nippon India Banking & PSU Debt Fund - Regular Plan - Growth	100.27	-
3,23,574.906 units ( March 31, 2023- Nil)	355.18	-
Sbi Arbitrage Opportunities Fund - Regular Plan - Growth	180.09	-
1,09,815.037 units ( March 31, 2023- Nil)	180.09	-
Aditya Birla Sun Life Floating Rate Fund - Regular Plan - Growth	180.09	-
52,845.75 units ( March 31, 2023- Nil)	105.33	-
Aditya Birla Sun Life Money Manager Fund- Growth	105.33	-
99.96 Units ( March 31, 2023- Nil) Ifmr Fimpact Long Term Credit Fund	<b>27,136.71</b>	<b>27,655.22</b>
Aggregate cost of quoted investments	20,475.68	22,475.28
Aggregate market value of quoted investments	27,136.71	27,655.22

**Note:**

Investments have been pledged as collateral securities with Banks for the borrowings of the Company. (Refer Note 16 & 32).

## 7 (c) Financial assets carried at Amortised cost

### Loans (Unsecured considered good unless otherwise stated) carried at amortised cost

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Non-Current</b>		
Other Financial Assets	7.33	11.67
Loans to related parties (Refer Note 2 below and Note 33)	6,138.28	12,891.08
<b>Total</b>	<b>6,145.61</b>	<b>12,902.75</b>
<b>(ii) Current</b>		
Loans to employees	0.36	1.62
Loans to related parties (Refer Note 2 below and Note 33)	3,311.81	-
Loan to Amex Alloys Private Limited	899.65	-
<b>Total</b>	<b>4,211.82</b>	<b>1.62</b>

- Other financial assets are non-derivative financial assets which generate an effective interest income of 8.50 % - 9.00 % for the Company.
- Loans to related parties are non-derivative financial assets repayable on demand which generate an average interest income of 8.25% p.a for the Company and all the above loans have been given for business purpose only for a period of 3 years..

## Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

### 7 (d) Other financial assets (Unsecured, considered good, unless otherwise stated) carried at amortised cost

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Non-Current		
Security deposit	1,525.15	806.02
Deposits with maturity more than 12 months #	1,353.08	1,387.38
<b>Total</b>	<b>2,878.23</b>	<b>2,193.40</b>
(ii) Current		
Interest accrued on fixed deposits	278.91	183.54
Other Current Financial assets- considered doubtful	232.73	632.73
Deposits with maturity less than 12 months #	1,204.93	1,935.44
	<b>1,716.57</b>	<b>2,751.71</b>
Provision for doubtful advance	(232.73)	(632.73)
<b>Total</b>	<b>1,483.84</b>	<b>2,118.98</b>

# The balance in deposit accounts bears an average interest rate of 6.62% and have been pledged as collateral securities with Banks for availing Term loan, working capital limits for the Company and for the other companies (including subsidiaries) (Refer Note 16 & 32).

### 7 (e) Bank balances (Carried at amortised cost)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Current		
Earmarked balances	11.81	5.74
Deposits with original maturity more than 3 months and less than 12 months #	12,044.23	9,804.12
<b>Total</b>	<b>12,056.04</b>	<b>9,809.86</b>

Earmarked balances with banks primarily relate to escrow accounts with banks specific to project loans.

### 8 Other Non-current assets (Unsecured, considered good)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with Government authorities	411.97	411.97
Provision for doubtful advance	(280.44)	(280.44)
Prepaid expenses	46.64	71.59
<b>Total</b>	<b>178.17</b>	<b>203.12</b>

### 9 Inventories

(Inventories are stated at lower of cost and net realisable value)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials and components	8,658.67	2,337.26
Work-in-progress	84.60	9.73
Finished goods	7,190.10	3,547.53
<b>Total</b>	<b>15,933.37</b>	<b>5,894.52</b>

#### Note:

Work-in-Progress comprises of mechanical and electrical items.

The cost of inventories recognised is net of write down of inventory to the extent of ₹ 485 Lakhs ( FY 2022-23 ₹ 485 Lakhs)

Inventories have been pledged as collateral securities with Banks for availing working capital limits for the Company (Refer Note 16)

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 10 Trade Receivables (Unsecured)

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
(a) Receivables considered good	9,922.37	7,169.98
(b) Receivables which have significant increase in Credit Risk	210.61	245.67
(c) Receivables - credit impaired	87.23	156.56
	<b>10,220.21</b>	<b>7,572.21</b>
Less: Allowance for Expected Credit Loss	(297.84)	(402.23)
<b>Total</b>	<b>9,922.37</b>	<b>7,169.98</b>

Particulars	Outstanding as on March 31, 2024					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	8,512.91	446.71	515.36	447.39	-	9,922.37
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	1.90	1.79	9.42	106.95	90.55	210.61
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	87.23	87.23

Particulars	Outstanding as on 31 March 2023					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,437.34	1,218.48	1,514.16	-	-	7,169.98
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	69.10	46.26	9.49	22.09	98.73	245.67
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	156.56	156.56

Trade receivable consist of	As at March 31, 2024	As at March 31, 2023
Allowance for bad and doubtful debts	(297.84)	(402.23)
Unbilled revenue outstanding for less than 6 months	490.04	355.57

## 11 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	7.86	1.93
Balances with Banks:		
On current accounts	952.59	172.10
On unpaid dividend accounts	5.88	9.01
<b>Total</b>	<b>966.33</b>	<b>183.04</b>

### 11 (a) For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks:		
On current accounts	952.59	172.10
Cash on hand	7.86	1.93
	<b>960.45</b>	<b>174.03</b>
Less : Bank overdrafts (Refer Note 16 (b))	(7,171.66)	(11,957.49)
<b>Total</b>	<b>(6,211.21)</b>	<b>(11,783.46)</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 12 Other Current assets

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Unsecured and considered good:</b>		
Supplier advances	2,382.22	1,040.50
Prepaid expenses	609.61	36.15
Balances with Government authorities	390.32	-
Others	0.67	16.31
<b>Total</b>	<b>3,382.82</b>	<b>1,092.96</b>

## 13 Equity Share capital

Particulars	Nos.	Amount
<b>Authorised Share Capital</b>		
<b>As at April 1, 2023</b>	<b>4,70,00,000</b>	<b>4,700.00</b>
Increase/(Decrease) during the year	-	-
<b>As at March 31, 2024</b>	<b>4,70,00,000</b>	<b>4,700.00</b>
<b>Issued, Subscribed &amp; Fully paid up</b>		
<b>As at April 1, 2023</b>	<b>1,51,58,760</b>	<b>1,515.88</b>
Issue of Equity Share Capital	-	-
<b>As at March 31, 2024</b>	<b>1,51,58,760</b>	<b>1,515.88</b>

### a. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of the liquidation of the Company, the holder of equity share will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholders.

### b. Details of Shareholders holding more than 5% shares in the Company

Equity shares of ₹ 10/- each fully paid	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% holding in the class	Number of shares	% holding in the class
R. Chellappan, Managing Director	73,97,860	48.80%	73,97,860	48.80%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

### c. Shares held by the promoters at the end of the year

Promoter name	No. of Shares as on March 31, 2024	No. of Shares as on March 31, 2023	% of total shares	% Change during the year
CHELLAPPAN.R	73,97,860	73,97,860	48.80%	-
BALAN A	4,69,499	4,69,499	3.10%	-
NACHIAPPAN K.V.	1,65,348	1,65,348	1.09%	-
GUNASUNDARI C	1,23,129	1,23,129	0.81%	-
MIRUNALINI V C	71,008	71,008	0.47%	-
RAGHUNATH V C	58,515	58,515	0.39%	-
AARTHI BALAN	24,600	24,600	0.16%	-
PREETHA BALAN	24,300	24,300	0.16%	-
VASANTHA B	16,884	16,884	0.11%	-
RISHII NANDHAN K N	15,355	15,355	0.10%	-
JAYASHREE NACHIAPPAN	1,375	1,375	0.01%	-
SWELECT ELECTRONICS PRIVATE LIMITED	45	45	0.00%	-
V C RAGHUNATH on behalf of SWEES	1,76,400	1,76,400	1.16%	-
Employees Welfare Trust				
<b>Total</b>	<b>85,44,318</b>	<b>85,44,318</b>	<b>56.37%</b>	

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 14 Other Equity

### Other Equity movement during the year 2023-24:-

Particulars	Capital Reserve (Refer note iv)	Securities premium (Refer Note (i) below)	Retained Earnings (Refer Note (iii))	General Reserve (Refer Note (ii) below)	Total
<b>As at April 1, 2022</b>	<b>152.64</b>	<b>4,291.19</b>	<b>46,980.55</b>	<b>18,102.14</b>	<b>69,526.52</b>
Profit for the year	-	-	934.42	-	934.42
Other comprehensive income-Remeasurement of Defined Benefit Plans (Refer Note (iii) below)	-	-	18.07	-	18.07
Final dividend distribution made during the year relating to Financial Year 2021-22	-	-	(454.76)	-	(454.76)
Profit on sale of shares of subsidiary	1,999.00	-	-	-	1,999.00
<b>As at March 31, 2023</b>	<b>2,151.64</b>	<b>4,291.19</b>	<b>47,478.28</b>	<b>18,102.14</b>	<b>72,023.25</b>
Profit for the year	-	-	5,130.05	-	5,130.05
Other comprehensive income for the year	-	-	(61.74)	-	(61.74)
Final Dividend for the year FY 2022-23	-	-	(181.91)	-	(181.91)
<b>As at March 31, 2024</b>	<b>2,151.64</b>	<b>4,291.19</b>	<b>52,364.68</b>	<b>18,102.14</b>	<b>76,909.65</b>

- (i) **Securities Premium** - Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium". The Company may issue fully paid-up bonus shares to its members out of the Securities Premium and the Company can use this reserve for buy-back of shares.
- (ii) **General Reserve** - General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the Statement of Profit and Loss. The Company can use this reserve for payment of dividend and issue fully paid-up and not paid-up bonus shares.
- (iii) In accordance with Notification G.S.R. 404(E), dated April 6, 2016, remeasurement of defined benefit plans is recognised as part of retained earnings.
- (iv) **Capital Reserve** - Capital Reserve is created out of the profits earned by the Company by way of transfer of shares of the subsidiaries within the group. The Company can use this reserve for payment of dividend and issue fully paid-up and not paid-up bonus shares.

## 15 a. Distribution made and proposed

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Cash dividends on equity shares declared and paid:</b>		
Final dividend for the year ended 31 March 2023: ₹1.20/- per share (31 March 2022: ₹3/- per share)	181.91	454.76
<b>Proposed dividends on Equity shares:</b>		
Proposed Dividend for the year ended March 31, 2024: ₹3/- per share Special Dividend Re.1/ share (31 March 2023: ₹1.20/- per share)	606.35	181.91

Proposed Dividend of ₹4/- per share on Equity shares are subject to the approval at the Annual General Meeting and are not recognised as a liability as at March 31, 2024

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 16 Borrowings

### Financial Liabilities carried at amortised cost

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(a) Non-Current</b>		
<b>Secured</b>		
Term loan from Banks	7,271.08	7,566.59
<b>Unsecured</b>		
(a) Term loan from Banks	1,600.03	3,186.30
(b) External Commercial Borrowing (ECB)	932.74	-
<b>Total</b>	<b>9,803.85</b>	<b>10,752.89</b>

Details of long- term borrowings are given below:

Particulars	As at March 31, 2024	As at 31 March 2023	Currency	Repayment Terms	Security
Term loan 1	2,790.42	3,719.79	₹	Loan obligation plus interest, is payable in 69 equal monthly installments.	Solar Power Plant
Term loan 2	2,538.30	3,186.30	₹	Loan obligation plus interest, is payable in 23 and 48 equal monthly installments.	Unsecured
Term loan 4	215.27	298.60	₹	Loan obligation and interest is payable in 31 balance monthly installments	Solar Power Plant
Term loan 5	409.51	587.07	₹	Loan obligation and interest is payable in 34 balance monthly installments	Solar Power Plant
Term loan 6	3,555.00	3,554.78	₹	Loan obligation is payable the end of two years	Mutual Funds
Term loan 7	1,500.00	1,500.00	₹	Loan obligation is payable the end of two years	Mutual Funds
External Commercial Borrowings	2,072.75	-	₹	Loan obligation is payable in three tranches by July 2025	Unsecured
<b>Sub Total</b>	<b>13,081.25</b>	12,846.54	-		
<b>Less: Current Portion</b>	<b>3,277.40</b>	2,093.65			
<b>Non-Current Borrowings</b>	<b>9,803.85</b>	10,752.89			

The interest rate for long term borrowings obtained from various banks range from 8.15% to 9.35% p.a

## 16 (b) Current

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Bank overdrafts	7,171.66	11,957.49
Working Capital Demand Loan	14,786.49	11,678.97
Current maturities of long-term debt (Refer Note 16(a))	1,199.12	2,093.65
<b>Unsecured</b>		
Current maturities of long-term debt (Refer Note 16(a))	2,078.28	-
Loan from Related Parties	20.68	-
<b>Total Current Borrowings</b>	<b>25,256.23</b>	<b>25,730.11</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Details of short- term borrowings are given below:

Particulars	As at March 31, 2024	As at 31 March 2023	Currency	Repayment Terms	Security
Bank overdrafts	7,171.66	11,957.49	₹	Repayable on demand	Fixed deposits, Mutual funds, Book debts and Stock, Land and Building
Working Capital Demand Loan	14,786.49	11,678.97	₹	Repayable on the date of rollover	Fixed deposits, Mutual funds, Book debts and Stock, Land and Building
<b>Total Short term Borrowings</b>	<b>21,958.15</b>	<b>23,636.46</b>			

### Note:

The quarterly return or statements, where applicable, of current assets filed by the Company with banks are in agreement with the books of accounts.

The interest rate for short term borrowings obtained from various banks average around 8.87% p.a

## 17 Other Financial Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Non Current		
Rental Deposit	109.21	108.51
<b>Total</b>	<b>109.21</b>	<b>108.51</b>
(ii) Current		
Unpaid dividend	5.87	9.01
Interest accrued	129.25	92.56
Capital creditors	19.42	19.15
Rental deposits	92.32	58.99
<b>Total</b>	<b>246.86</b>	<b>179.71</b>

### 17 (a) Other non-current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred AMC Income	-	18.19
<b>Total</b>	<b>-</b>	<b>18.19</b>

### 18 (a) Deferred Tax Liabilities (net)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Deferred tax liabilities</b>		
Impact on difference between tax, depreciation and amortisation charged for the financial reporting	2443.99	2,667.32
<b>Gross deferred tax liabilities</b>	<b>2,443.99</b>	<b>2,667.32</b>
<b>Deferred tax assets</b>		
Carry forward business loss and unabsorbed depreciation	(2,443.99)	(2,667.32)
<b>Gross deferred tax assets</b>	<b>(2,443.99)</b>	<b>(2,667.32)</b>
<b>Total Deferred tax liabilities (net)</b>	<b>-</b>	<b>-</b>



# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (b) Income Tax

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

### Statement of Profit or Loss:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current income tax:</b>		
Current income tax charge(Refer Note 1 below)	-	38.77
Adjustments in respect of current income tax of previous year	-	-
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	-	-
<b>Total</b>	<b>-</b>	<b>38.77</b>

As at March 31, 2024, the Company has total eligible deferred tax asset of ₹ 2,443.99 Lakhs (including on account of business loss and unabsorbed depreciation) as per Income Tax Returns filed/Income Tax workings. In this regard, based on estimated tax workings and the accounting policy followed by the Company for recognition of deferred tax assets on such losses/unabsorbed depreciation, the Company has recognised deferred tax asset to the extent of ₹ 2,443.99 Lakhs towards carried forward tax losses and unabsorbed depreciation to the extent of deferred tax liabilities.

### Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2024 and March 31, 2023:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Accounting Profit/(Loss) before income tax (including other comprehensive income)</b>	<b>5,068.31</b>	<b>952.49</b>
Less: Depreciation claim	(2,512.93)	(3,680.53)
Add/Less: Provision and other adjustments	(2,049.44)	387.72
Normal tax rate under 115BAA	25.17%	25.17%
Tax rate under 115BBG	0.00%	10.00%
Income tax expense	-	38.77
<b>Income tax expense reported in the Statement of Profit and Loss</b>	<b>-</b>	<b>38.77</b>

#### Note:

The Company has opted the provisions of section 115BAA as per Income Tax Act 1961 as amended. Consequently the tax calculation as per normal provisions is Nil due to unabsorbed losses except for tax on REC for the previous year.

## (c) Income Tax Asset

Income tax asset of ₹ 1,190.10 Lakhs as at March 31, 2024 (As at March 31, 2023 ₹ 809.17 Lakhs) represents the tax deducted at source/advance tax, net of provision for income tax.

## Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

### 19 Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Non-current</b>		
Provision for warranties (Refer Note below)	277.86	367.27
Provision for gratuity (Refer Note 31)	101.10	26.89
Provision for compensated absences	76.23	52.25
<b>Total</b>	<b>455.19</b>	<b>446.41</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(ii) Current</b>		
Provision for warranties (Refer Note below)	181.91	103.85
Provision for compensated absences	18.70	16.27
<b>Total</b>	<b>200.61</b>	<b>120.12</b>

Note:

Provision for warranties	As at March 31, 2024	As at March 31, 2023
Balance as at April 1, 2023	471.12	453.15
Additional provision recognised	70.60	26.72
Provision utilised	(81.95)	(8.75)
<b>Balance as at March 31, 2024</b>	<b>459.77</b>	<b>471.12</b>

### 20 Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Trade payables</b>		
(A) Total outstanding dues of micro enterprises and small enterprises (Refer note below regarding dues to micro, small and medium enterprises)	539.45	276.18
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- to others	3,142.81	2,098.20
- to related parties (Refer Note 33)	2,668.73	984.07
<b>Total</b>	<b>6,350.99</b>	<b>3,358.45</b>

Note:

There is no overdue amount payable to Micro, Small and Medium Enterprises as defined under "The Micro Small and Medium Enterprises Development Act, 2006" and further, the Company has not paid any interest to any Micro, Small and Medium Enterprises during the year other than as disclosed below: Further there are nil Disputed MSME or Vendor dues and no dues more than 3 years.

## Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Payables for the year ended March 31, 2024	<1 year	1-2 years	2-3 years	> 3 years	Total
(i) MSME	538.91	0.54	-	-	539.45
(ii) Others	5,321.95	133.57	356.02	-	5,811.54
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-

Payables for the year ended 31 March 2023	<1 year	1-2 years	2-3 years	> 3 years	Total
(i) MSME	270.56	5.62	-	-	276.18
(ii) Others	567.78	2,434.91	79.58	-	3,082.27
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	539.45	276.18
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	2.71	1.61
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSME Act	0.23	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	2.71	1.61
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	2.48	1.61

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

### 21 Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	-	401.87
Advance from customers	1,291.68	1,593.13
Deferred Income	9,005.05	3,545.30
<b>Total</b>	<b>10,296.73</b>	<b>5,540.30</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 22 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Revenue from operations</b>		
(i) Sale of products		
Manufactured goods		
Solar Photovoltaic Panels	177.43	2,677.60
Solar Power Generating Systems and accessories	18,363.90	13,792.16
Traded goods	374.51	912.31
(ii) Sale of services		
Annual Maintenance Contracts	311.19	308.73
(iii) Sale of power	4,476.86	3,973.45
(iv) Other operating revenue		
(a) Scrap Sales	61.88	38.94
(b) Rental Income	506.18	440.58
(c) Renewable Energy Certificate Income	364.65	387.72
(d) Other Benefits	-	359.97
	<b>24,636.60</b>	<b>22,891.46</b>

## 22 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Sale of Products (Refer Note 22.1 (i) below)	18,915.84	17,382.07
(b) Sale of Services (Refer Note 22.1 (ii) below)	311.19	308.73
(c) Sale of Power	4,476.86	3,973.45
(d) Other Operating Revenue (Refer Note 22.1 (iii) below)	932.71	1,227.21
<b>Total</b>	<b>24,636.60</b>	<b>22,891.46</b>

### 22.1 Disaggregation of the revenue information

The tables below presents disaggregated revenues from contracts with customers for the year ended March 31, 2024 and March 31, 2023 by offerings. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>(a) Manufactured goods- Goods transferred at a point in time</b>		
Solar Photovoltaic Panels	177.43	2,677.60
Solar Power Generating Systems and accessories and installation	18,363.90	13,792.16
<b>(b) Traded goods</b>	374.51	912.31
<b>Total</b>	<b>18,915.84</b>	<b>17,382.07</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (ii) Sale of Services comprises the following:-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Annual Maintenance Contracts	311.19	308.73
<b>Total</b>	<b>311.19</b>	<b>308.73</b>

## (iii) Other operating revenue comprises the following:-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Scrap Sales	61.88	38.94
Rental Income	506.18	440.58
Renewable Energy Certificate Income (net)	364.65	387.72
<b>Total</b>	<b>932.71</b>	<b>1,227.21</b>

No other single customers contributed 10% or more to the Company's revenue during the FY 2023-24 other than Shanti Renewables Energy Private Limited (10.91%), SWELECT Taiyo Energy Private Limited ( 11%) and SWELECT Clean Energy Private Limited (22.15%) (FY 22-23- Nil)

## 22.2 Trade Receivables and Contract Balances

The Company classifies the right to consideration in exchange for deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognised as and when the related goods are delivered to the customer.

Trade receivables are presented net of impairment in the Balance Sheet.

Contract liabilities include payments received in advance of performance under the contract, and are realised with the associated revenue recognised under the contract.

## 22.3 Performance Obligations and remaining performance obligations

The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS-115, the Company has not disclosed information about remaining performance obligations in contracts, where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

## 23 Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gain on sale of investments (net)	427.88	546.74
Gain on investments carried at fair value through Profit and Loss	1,481.21	672.40
Profit on sale of Property, plant and equipment	-	3.08
Finance income from Related parties (Refer Note 33)	959.42	824.25
Finance income from Third parties	87.41	-
Commission income from related parties ( refer note 33)	234.02	-
Interest income on financial assets carried at amortised cost	854.93	641.55
Provision no longer required written back (Net)	400.00	126.87
Other non-operating income	87.60	396.58
	<b>4,532.47</b>	<b>3,211.47</b>

## Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

### 24 Cost of raw material and components consumed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Inventories at the beginning of the year	2,337.26	5,710.34
Add: Purchases	25,025.41	4,763.77
	27,362.67	10,474.11
Less: Inventories at the end of the year	8,658.67	2,337.26
<b>Total</b>	<b>18,704.00</b>	<b>8,136.85</b>

### 24 A Purchase of traded goods

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of Traded goods	356.68	868.87
	<b>356.68</b>	<b>868.87</b>

### 25 Decrease / (Increase) in Inventories of work-in-progress, traded goods and finished goods

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Inventories at the end of the year</b>		
Work-in-progress	84.60	9.73
Finished goods	7,190.10	3,547.53
	<b>7,274.70</b>	<b>3,557.26</b>
<b>Inventories at the beginning of the year</b>		
Work-in-progress	9.73	4.65
Finished goods	3,547.53	8,095.16
	<b>3,557.26</b>	<b>8,099.81</b>
<b>Total</b>	<b>(3,717.44)</b>	<b>4,542.55</b>

### 26 Employee benefits expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	1,320.07	1,179.71
Contribution to provident and other funds	66.51	57.77
Gratuity expense (Refer note 31(b))	29.02	35.16
Staff welfare expenses	75.71	47.15
<b>Total</b>	<b>1,491.31</b>	<b>1,319.79</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 27 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of Property, Plant and Equipment	1,013.07	964.81
Depreciation of ROU asset	5.21	4.85
Depreciation of Investment Property	84.56	84.56
Amortisation of Other Intangible assets	337.02	332.71
	<b>1,439.86</b>	<b>1,386.93</b>

## 28 Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on borrowings	3,209.49	2,455.24
Interest on MSME	0.87	-
Interest from Related parties	45.43	-
Interest on lease liabilities	9.55	6.16
Bank and other charges	109.92	70.60
	<b>3,329.83</b>	<b>2,532.00</b>

## 29 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sub-contracting and processing expenses	1,515.42	1,524.38
Consumption of stores and spares	7.78	10.28
Power and fuel	40.53	32.29
Wheeling charges	684.00	456.74
Freight and forwarding charges	139.14	138.76
Rent	28.43	30.71
Rates and taxes	60.08	44.57
Insurance	40.46	72.44
Repairs and maintenance		
- Plant & Machinery	136.23	127.77
- Buildings	25.21	25.29
- Others	169.46	144.13
Corporate Social Responsibility (Refer Note (i) below)	38.11	45.38
Sales promotion	76.89	55.31
Advertisement	76.85	16.45
Security charges	61.95	77.86
Travelling and conveyance	212.10	183.04
Communication costs	37.41	40.49
Printing and stationery	16.31	16.11
Exchange differences (net)	35.09	451.43
Legal and professional fees	359.40	272.69
Payment to auditor (Refer Note (ii) below)	49.50	50.55
Liquidated damages	5.90	28.76
Provision for warranties (net of reversals)(Refer Note 19)	(11.35)	-
Directors' sitting fees	18.20	12.00
Miscellaneous expenses	296.47	154.59
	<b>4,119.57</b>	<b>4,012.02</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (i) Corporate Social Responsibility

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount required to be spent by the company during the year	38.11	45.38
Amount spent during the year	38.11	45.38
Nature of CSR activities	As detailed in the CSR report	As detailed in the CSR report
Details of related party transactions	-	-
Where the provision is made with respect to a liability incurred by entering into a contractual obligation the movement in provision	NA	NA

In pursuance of Section 135 of the Companies Act, 2013, the Company has spent towards various activities as enumerated in the CSR Policy of the Company which covers promoting education, promoting health and preventive health care to underprivileged people and conservation of natural resources and maintaining quality of soil, air and water.

## (ii) Payment to auditor

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Audit fee	33.14	32.45
Limited review	10.62	10.62
Tax Audit Fee	2.95	2.95
Certification	1.18	4.13
Reimbursement of expenses	1.61	0.40
	<b>49.50</b>	<b>50.55</b>

The above fee is inclusive of GST wherever applicable

## 30 Earnings price per equity share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit/(Loss) attributable to equity shareholders of the Group (A)	5,130.05	934.42
Weighted average number of Equity shares for basic and diluted EPS (B)	1,51,58,760	1,51,58,760
<b>Basic Earnings per share (A/B) from continuing and discontinued operations</b>	33.84	6.16
<b>Diluted Earnings per share (A/B) from continuing and discontinued operations</b>	33.84	6.16
<b>From continuing operations</b>		
1. Basic (in ₹)	33.84	21.54
2. Diluted (in ₹)	33.84	21.54
<b>From discontinued operations</b>		
1. Basic (in ₹)	-	(15.38)
2. Diluted (in ₹)	-	(15.38)

\* The weighted average number of shares takes into account the weighted average effect of changes in equity share transactions during the year. There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.



# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 31A Defined Contribution Plan

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits. The Group provides benefits such as provident fund plans to its employees which are treated as defined contribution plans.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employer's Contribution to Provident Fund and other funds	66.51	57.77

## 31 B Defined Benefits Plan

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Scheme is funded with an Insurance Company in the form of a qualifying insurance policy.

### Gratuity Plan

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Reconciliation of opening and closing balances of obligation</b>		
Defined Benefit obligation as at the beginning of the year	227.54	265.67
Current Service Cost	26.18	28.87
Interest Cost	15.60	17.54
Actuarial gain	63.10	(18.42)
Benefits paid	(14.53)	(66.12)
<b>Defined Benefit obligation as at the end of the year</b>	<b>317.89</b>	<b>227.54</b>
<b>Reconciliation of opening and closing balances of fair value of plan assets</b>		
Fair value of plan assets as at the beginning of the year	200.65	183.21
Expected return on plan assets	14.34	12.50
Actuarial gain / loss	(1.37)	0.34
Employer's contribution	14.97	70.72
Benefits paid	(14.53)	(66.12)
<b>Fair value of plan assets as at the end of the year</b>	<b>214.06</b>	<b>200.66</b>
<b>Reconciliation of fair value of assets and obligations</b>		
Fair value of plan assets	317.89	227.54
Present value of obligation	-	-
Net Obligation disclosed as:		
- Current	101.10	26.89
- Non - Current		

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Recognised in profit or loss:</b>		
Current Service Cost	26.18	28.87
Interest Cost	1.26	5.04
	<b>27.44</b>	<b>33.91</b>
<b>Recognised in other comprehensive income:</b>		
Actuarial (loss) / gain	(61.74)	18.07
<b>Net Cost</b>	<b>89.18</b>	<b>15.84</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The major categories of plan assets of the fair value of the total plan assets are as follows:

Particulars	Gratuity plan	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Investments details:</b>		
Fund with LIC	214.06	200.66
<b>Total</b>	<b>214.06</b>	<b>200.66</b>

The principal assumptions used in determining provision for gratuity and compensated absences are shown below:

Particulars	Gratuity plan	
	2023-24	2023-23
Discount rate:	7.20%	7.45%
Future salary increases:	10.00%	7.50%
Expected Return on Plan Assets:	14.34%	12.50%
Employee turnover:	8.00%	8.00%
Contribution Expected to be paid during the next year	30.00	20.00

Particulars	Compensated Absences	
	2023-24	2023-23
Discount rate	7.20%	7.45%
Future salary increases	10.00%	7.50%
Employee turnover	8.00%	8.00%

A quantitative sensitivity analysis for significant assumptions as at March 31, 2024 is as shown below:

Gratuity plan:

Assumptions - Sensitivity Level	For the year ended March 31, 2024			
	Sensitivity Level		Impact on defined benefit obligation	
	1% increase	1% decrease	Amount	Amount
Discount rate	8.20%	6.20%	294.98	344.10
Future salary increases	11.00%	9.00%	341.45	296.44

Assumptions - Sensitivity Level	For the year ended March 31, 2023			
	Sensitivity Level		Impact on defined benefit obligation	
	1% increase	1% decrease	Amount	Amount
Discount rate	7.39%	6.60%	212.52	244.55
Future salary increases	6.66%	7.47%	244.37	212.39

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The average duration of the defined benefit plan obligations at the end of the reporting period is 7.70 years (March 31, 2023: 7.01 years).

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 32 Commitments

Particulars	As at March 31, 2024	As at March 31, 2023
(i) The estimated amount of contracts remaining to be executed on capital account and not provided for	10.91	60.01
(ii) Bank guarantees issued to various parties	2,464.17	790.87

### iii) Investments given as security for loans availed by Other companies (Including Subsidiaries)

#### I Loan amount outstanding in Banks of Subsidiaries and other companies funded by Security of the Company

Nature of Security	Subsidiaries and Other Companies which have availed the loans	As at March 31, 2024	As at March 31, 2023
(i) Fixed Deposits	Amex Alloys Private Limited	2,067.81	1,974.19
(ii) Mutual Funds	SWELECT Sun Energy Private Limited	-	377.77
(iii) Fixed Deposits	SWELECT Renewable Energy Private Limited	3,284.09	3,630.75
(iv) Fixed Deposits	SWELECT HHV Solar Photovoltaics Private Limited	4,679.68	5,526.45
(v) Mutual Funds	SWELECT Taiyo Energy Private Limited	2,596.43	-

#### II Value of the security offered by the Company for the loan outstanding in Other company for their business purpose.

Nature of Security	Subsidiaries and Other Companies which have availed the loans	As at March 31, 2024	As at March 31, 2023
(i) Fixed Deposits	Amex Alloys Private Limited	2,460.00	2,460.00
(ii) Mutual Funds	SWELECT Sun Energy Private Limited	-	419.39
(iii) Fixed Deposits	SWELECT Renewable Energy Private Limited	441.05	420.00
(iv) Fixed Deposits	SWELECT HHV Solar Photovoltaics Private Limited	595.00	690.00
(v) Mutual Funds	SWELECT Taiyo Energy Private Limited	1,374.79	-

#### III Corporate Guarantee offered by the Company for the loan obtained by Subsidiaries for their business purpose

Particulars	Subsidiaries which have availed the loans	As at March 31, 2024	As at March 31, 2023
Corporate Guarantee	SWELECT Renewable Energy Private Limited	4,201.00	4,201.00
Corporate Guarantee	SWELECT Sun Energy Private Limited	2,500.00	2,500.00
Corporate Guarantee	SWELECT RE Power Private Limited	1,400.00	716.00
Corporate Guarantee	SWELECT HHV Solar Photovoltaics Private Limited	8,000.00	6,000.00
Corporate Guarantee	SWELECT Taiyo Energy Private Limited	2,700.00	-
Corporate Guarantee	SWELECT Clean Energy Private Limited	2,600.01	-

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 33 Related party transactions

### Names of Related parties

Subsidiaries	SWELECT Energy Systems Pte. Limited, Singapore SWELECT Inc , USA SWELECT Solar Energy Private Limited Noel Media & Advertising Private Limited SWELECT Green Energy Solutions Private Limited K J Solar Systems Private Limited SWELECT Power Systems Private Limited SWELECT Sun Energy Private Limited SWELECT Renewable Energy Private Limited SWELECT HHV Solar Photovoltaics Private Limited SWELECT RE Power Private Limited SWELECT Taiyo Energy Private Limited SWELECT Clean Energy Private Limited (Wef June 15, 2023) ESG Solar Private Limited (Wef January 23, 2024) SWELECT Sustainable Private Limited (w.e.f February 14, 2024) Amex Alloys Private Limited (upto March 18, 2024)
Key Management Personnel (KMP)	Mr. R. Chellappan - Managing Director Mr.A.Balan - Joint Managing Director Mr. V. C. Raghunath - Whole Time Director Ms. V. C. Mirunalini - Whole Time Director Mr. K. V. Nachiappan Whole Time Director Mr. G. S. Samuel - Independent Director Mr. S. Annadurai - Independent Director Mr.S. Krishnan - Independent Director Ms. Jayashree Nachiappan - Non Executive Director Mr. S. Iniyan - Independent Director Mr. M. Ravi- Independent Director Ms. Nikhila R-Chief Financial Officer Mr. R. Sathishkumar - Company Secretary
Relatives of Key Management Personnel	Ms. Gunasundari Chellappan Ms. Aarthi Balan Ms. Preetha Balan Ms. Vasantha Balan Mr. K. N. Rishii Nandhan
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	SWELECT Electronics Private Limited
Entity in which the Company has control	SWEES Employees Welfare Trust

### Terms and conditions of transactions with Related parties:

The transactions with related parties are made on terms equivalent to those that prevail at arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 2023: Nil). This assessment is undertaken at the end each financial year through examining the financial position of the related parties and the market in which the related parties operate.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>Sale of goods and services</b>	<b>10,001.87</b>	<b>2,612.60</b>	<b>1.73</b>	<b>11.08</b>	-	-	-	-	<b>10,003.60</b>	<b>2,623.69</b>
-- Amex Alloys Private Limited	29.02	8.35	-	-	-	-	-	-	29.02	8.35
-- Noel Media & Advertising Private Limited	-	17.01	-	-	-	-	-	-	-	17.01
-- SWELECT Green Energy Solutions Private Limited	4.50	4.77	-	-	-	-	-	-	4.50	4.77
-- SWELECT Power Systems Private Limited	0.12	3.20	-	-	-	-	-	-	0.12	3.20
-- K J Solar Systems Private Limited	0.02	0.20	-	-	-	-	-	-	0.02	0.20
-- SWELECT Solar Energy Private Limited	-	1.77	-	-	-	-	-	-	-	1.77
-- SWELECT Sun Energy Private Limited	0.71	0.90	-	-	-	-	-	-	0.71	0.90
-- SWELECT HHV Solar Photovoltaics Pvt Ltd	24.52	206.24	-	-	-	-	-	-	24.52	206.24
-- SWELECT Renewables Energy Pvt Ltd	0.37	983.92	-	-	-	-	-	-	0.37	983.92
-- SWELECT Re Power Pvt Ltd	0.09	1,386.25	-	-	-	-	-	-	0.09	1,386.25
-- SWELECT Taiyo Pvt Ltd	3,588.52	-	-	-	-	-	-	-	3,588.52	-
-- Mr. R. Chellappan	-	-	1.68	1.88	-	-	-	-	1.68	1.88
-- Mr. A. Balan	-	-	-	2.91	-	-	-	-	-	2.91
-- Mr. K. V. Nachiappan	-	-	0.05	6.29	-	-	-	-	0.05	6.29
-- SWELECT Clean Energy Pvt Ltd	6,353.98	-	-	-	-	-	-	-	6,353.98	-
<b>Purchases of goods &amp; services</b>	<b>17,264.07</b>	<b>557.60</b>	-	-	-	-	-	-	<b>17,264.07</b>	<b>557.60</b>
-- SWELECT Energy Systems Pte. Limited, Singapore	2,822.70	339.17	-	-	-	-	-	-	2,822.70	339.17
-- SWELECT Sun Energy Private Limited	-	105.90	-	-	-	-	-	-	-	105.90
-- Amex Alloys Private Limited	-	17.88	-	-	-	-	-	-	-	17.88
-- SWELECT Renewables Energy Pvt Ltd	-	50.35	-	-	-	-	-	-	-	50.35
-- SWELECT HHV Solar Photovoltaics Pvt Ltd	14,441.37	44.30	-	-	-	-	-	-	14,441.37	44.30

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>Sale of Power</b>	<b>479.42</b>	<b>168.46</b>	-	-	-	-	-	-	<b>479.42</b>	<b>168.46</b>
-- Amex Alloys Private Limited	458.08	168.46	-	-	-	-	-	-	458.08	168.46
-- SWELECT HHV Solar Photovoltaics Pvt Ltd	21.33	-	-	-	-	-	-	-	21.33	-
<b>Purchase of Power</b>	<b>274.94</b>	<b>17.53</b>	-	-	-	-	-	-	<b>274.94</b>	<b>17.53</b>
-- SWELECT Re Power Private Ltd	122.05	17.53	-	-	-	-	-	-	122.05	17.53
-- SWELECT Green Energy Solutions Private Limited	152.89	-	-	-	-	-	-	-	152.89	-
<b>Reimbursement of expenses</b>	<b>62.10</b>	<b>49.70</b>	-	-	-	-	-	-	<b>62.10</b>	<b>49.70</b>
-- Amex Alloys Private Limited	156.68	45.03	-	-	-	-	-	-	156.68	45.03
-- SWELECT Green Energy Solutions Private Limited	(67.39)	-	-	-	-	-	-	-	(67.39)	-
--SWELECT Re Power Pvt Ltd	(27.20)	4.67	-	-	-	-	-	-	(27.20)	4.67
<b>Management fees</b>	<b>59.43</b>	<b>53.41</b>	-	-	-	-	-	-	<b>59.43</b>	<b>53.41</b>
-- Amex Alloys Private Limited	1.98	2.49	-	-	-	-	-	-	1.98	2.49
-- SWELECT Solar Energy Private Limited	1.32	3.57	-	-	-	-	-	-	1.32	3.57
-- Noel Media & Advertising Private Limited	5.16	5.46	-	-	-	-	-	-	5.16	5.46
-- SWELECT Green Energy Solutions Private Limited	6.60	6.72	-	-	-	-	-	-	6.60	6.72
-- K J Solar Systems Private Limited	5.16	5.56	-	-	-	-	-	-	5.16	5.56
-- SWELECT Power Systems Private Limited	6.60	4.77	-	-	-	-	-	-	6.60	4.77
-- SWELECT Sun Energy Private Limited	6.60	6.72	-	-	-	-	-	-	6.60	6.72
-- SWELECT HHV Solar Photovoltaics Private Ltd	4.56	4.86	-	-	-	-	-	-	4.56	4.86
-- SWELECT Renewables Energy Private Ltd	6.60	6.72	-	-	-	-	-	-	6.60	6.72
-- SWELECT Re Power Private Ltd	6.60	4.23	-	-	-	-	-	-	6.60	4.23
-- SWELECT Taiyo Private Ltd	6.60	2.31	-	-	-	-	-	-	6.60	2.31

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
-- SWELECT Clean Energy Private Ltd	1.65	-	-	-	-	-	1.65	-	1.65	-
<b>Rental Income</b>	<b>37.74</b>	<b>24.16</b>	-	-	-	-	<b>37.74</b>	<b>24.16</b>	<b>37.74</b>	<b>24.16</b>
-- SWELECT Solar Energy Private Limited	1.24	1.16	-	-	-	-	1.24	1.16	1.24	1.16
-- Noel Media & Advertising Private Limited	1.23	1.16	-	-	-	-	1.23	1.16	1.23	1.16
-- SWELECT Green Energy Solutions Private Limited	1.23	1.16	-	-	-	-	1.23	1.16	1.23	1.16
-- K J Solar Systems Private Limited	1.23	1.16	-	-	-	-	1.23	1.16	1.23	1.16
-- SWELECT Power Systems Private Limited	1.23	1.16	-	-	-	-	1.23	1.16	1.23	1.16
-- SWELECT Sun Energy Private Limited	6.85	6.79	-	-	-	-	6.85	6.79	6.85	6.79
-- SWELECT HHV Solar Photovoltaics Private Ltd	11.45	5.37	-	-	-	-	11.45	5.37	11.45	5.37
-- SWELECT Renewables Energy Private Ltd	3.27	3.06	-	-	-	-	3.27	3.06	3.27	3.06
-- SWELECT Re Power Private Ltd	2.40	1.69	-	-	-	-	2.40	1.69	2.40	1.69
-- SWELECT Taiyo Private Ltd	4.50	1.42	-	-	-	-	4.50	1.42	4.50	1.42
-- SWELECT Clean Energy Private Ltd	2.91	-	-	-	-	-	-	-	-	-
-- SWELECT Sustainable Energy Pvt Ltd	0.11	-	-	-	-	-	0.11	-	0.11	-
-- ESG Solar Energy Pvt Ltd	0.11	-	-	-	-	-	0.11	-	0.11	-
<b>Interest Income</b>	<b>1,046.83</b>	<b>824.25</b>	-	-	-	-	<b>1,046.83</b>	<b>824.25</b>	<b>1,046.83</b>	<b>824.25</b>
-- SWELECT Solar Energy Private Limited	4.44	3.45	-	-	-	-	4.44	3.45	4.44	3.45
-- Noel Media & Advertising Private Limited	64.91	68.07	-	-	-	-	64.91	68.07	64.91	68.07
-- Amex Alloys Private Limited	87.41	124.10	-	-	-	-	87.41	124.10	87.41	124.10
-- K J Solar Systems Private Limited	49.90	57.65	-	-	-	-	49.90	57.65	49.90	57.65

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
-- SWELECT Power Systems Private Limited	39.37	49.90	-	-	-	-	-	-	39.37	49.90
-- SWELECT HHV Solar Photovoltaics Private Ltd	580.19	276.85	-	-	-	-	-	-	580.19	276.85
-- SWELECT Renewables Energy Private Ltd	15.43	32.60	-	-	-	-	-	-	15.43	32.60
-- SWELECT Sun Energy Private Limited	189.53	200.62	-	-	-	-	-	-	189.53	200.62
-- SWELECT Re Power Private Ltd	11.85	9.02	-	-	-	-	-	-	11.85	9.02
-- SWELECT Taiyo Private Ltd	1.16	1.99	-	-	-	-	-	-	1.16	1.99
-- SWELECT Clean Energy Private Ltd	2.64	-	-	-	-	-	-	-	2.64	-
-- ESG Solar Energy Pvt Ltd	0.00	-	-	-	-	-	-	-	0.00	-
-- SWELECT Sustainable Energy Pvt Ltd	0.00	-	-	-	-	-	-	-	0.00	-
<b>Commission income</b>	<b>234.01</b>	-	-	-	-	-	-	-	<b>234.01</b>	-
-- SWELECT HHV Solar Photovoltaics Private Ltd	100.00	-	-	-	-	-	-	-	100.00	-
-- SWELECT Renewables Energy Private Ltd	42.01	-	-	-	-	-	-	-	42.01	-
-- SWELECT Sun Energy Private Limited	25.00	-	-	-	-	-	-	-	25.00	-
-- SWELECT Re Power Private Ltd	14.00	-	-	-	-	-	-	-	14.00	-
-- SWELECT Taiyo Private Ltd	27.00	-	-	-	-	-	-	-	27.00	-
-- SWELECT Clean Energy Private Ltd	26.00	-	-	-	-	-	-	-	26.00	-
<b>Interest Expenses</b>	<b>45.43</b>	-	-	-	-	-	-	-	<b>45.43</b>	-
-- SWELECT Green Energy Solutions Private Limited	45.43	-	-	-	-	-	-	-	45.43	-
<b>Rent expense</b>	<b>7.89</b>	<b>7.89</b>	<b>0.69</b>	<b>2.68</b>	-	-	<b>1.89</b>	<b>1.84</b>	<b>10.47</b>	<b>12.40</b>
-- Mr. R. Chellappan	-	-	0.69	2.68	-	-	-	-	0.69	2.68



# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
-- SWELECT Electronics Private Limited	-	-	-	-	-	-	1.89	1.84	1.89	1.84
-- SWELECT Green Energy Solutions Private Limited	7.89	7.89	-	-	-	-	-	-	7.89	7.89
<b>Sitting fees</b>	-	-	<b>18.20</b>	<b>12.00</b>	-	-	-	-	<b>18.20</b>	<b>12.00</b>
-- Mr. G. S. Samuel	-	-	3.70	2.50	-	-	-	-	3.70	2.50
-- Mr. S. Annadurai	-	-	3.55	2.75	-	-	-	-	3.55	2.75
-- Mr. S. Krishnan	-	-	2.25	1.75	-	-	-	-	2.25	1.75
-- Mr. S. Injyan	-	-	2.50	2.00	-	-	-	-	2.50	2.00
-- Ms. Jayashree Nachiappan	-	-	3.70	2.75	-	-	-	-	3.70	2.75
-- Mr. M. Ravi	-	-	2.50	0.25	-	-	-	-	2.50	0.25
<b>Remuneration</b>	-	-	<b>162.69</b>	<b>155.06</b>	<b>35.90</b>	<b>13.30</b>	-	-	<b>198.59</b>	<b>168.36</b>
-- Mr. R. Chellappan	-	-	6.00	24.54	-	-	-	-	6.00	24.54
-- Mr. A. Balan	-	-	40.58	40.65	-	-	-	-	40.58	40.65
-- Mr. K. V. Nachiappan	-	-	33.63	33.43	-	-	-	-	33.63	33.43
-- Mr. V. C. Raghunath	-	-	22.86	14.50	-	-	-	-	22.86	14.50
-- Ms. V. C. Mirunalini	-	-	21.73	11.80	-	-	-	-	21.73	11.80
-- Mr. R. Sathishkumar	-	-	17.13	14.47	-	-	-	-	17.13	14.47
-- Ms. Nikhila R	-	-	20.76	15.67	-	-	-	-	20.76	15.67
-- Ms. Aarthi Balan	-	-	-	-	24.07	13.30	-	-	24.07	13.30
-- Ms. Preetha Balan	-	-	-	-	11.83	-	-	-	11.83	-
<b>Consultancy Charges</b>	-	-	-	-	<b>9.17</b>	<b>8.10</b>	-	-	<b>9.17</b>	<b>8.10</b>
-- Ms. Preetha Balan	-	-	-	-	9.17	8.10	-	-	9.17	8.10
<b>Dividend paid</b>	-	-	<b>147.77</b>	<b>244.92</b>	<b>3.70</b>	<b>6.14</b>	<b>3.19</b>	<b>5.29</b>	<b>154.66</b>	<b>256.34</b>
-- Mr. R Chellappan	-	-	133.90	221.94	-	-	-	-	133.90	221.94
-- Mr. A.Balan	-	-	8.50	14.08	-	-	-	-	8.50	14.08
-- Mr. K.V. Nachiappan	-	-	2.99	4.96	-	-	-	-	2.99	4.96
-- Mr. V.C.Raghunath	-	-	1.06	1.76	-	-	-	-	1.06	1.76
-- Ms. V.C.Mirunalini	-	-	1.29	2.13	-	-	-	-	1.29	2.13
-- Ms. Jayashree Nachiappan	-	-	0.02	0.04	-	-	-	-	0.02	0.04
-- Ms. Gunasundari Chellappan	-	-	-	-	2.23	3.69	-	-	2.23	3.69

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
-- Ms. Aarthi Balan	-	-	-	0.74	-	0.45	-	-	0.45	0.74
-- Ms. Preetha Balan	-	-	-	0.73	-	0.44	-	-	0.44	0.73
-- Ms. Vasantha Balan	-	-	-	0.51	-	0.31	-	-	0.31	0.51
-- Mr. K. N. Rishii Nandhan	-	-	-	0.46	-	0.28	-	-	0.28	0.46
-- SWEES Employees Welfare Trust	-	-	-	-	3.19	-	5.29	-	3.19	5.29
-- Others	-	-	0.01	0.01	0.00	-	-	-	0.01	0.02
<b>Commission</b>	-	-	<b>28.07</b>	<b>6.07</b>	-	-	-	-	<b>28.07</b>	<b>6.07</b>
-- Mr. R. Chellappan	-	-	16.51	4.05	-	-	-	-	16.51	4.05
-- Mr. A. Balan	-	-	4.13	1.01	-	-	-	-	4.13	1.01
-- Mr. K.V. Nachiappan	-	-	4.13	1.01	-	-	-	-	4.13	1.01
-- Mr. V.C.Ragunath	-	-	1.65	-	-	-	-	-	1.65	-
-- Ms. V. C. Mirunalini	-	-	1.65	-	-	-	-	-	1.65	-
<b>Non-Current investments made</b>	<b>372.00</b>	<b>1,531.56</b>	-	-	-	-	-	-	<b>372.00</b>	<b>1,531.56</b>
-- SWELECT Renewables Energy Private Ltd	-	-	-	-	-	-	-	-	-	-
-- SWELECT Re Power Private Ltd	-	644.56	-	-	-	-	-	-	-	644.56
-- SWELECT Taiyo Private Ltd	-	887.00	-	-	-	-	-	-	-	887.00
-- SWELECT Clean Energy Private Limited	370.00	-	-	-	-	-	-	-	370.00	-
-- ESG Solar Energy Private Limited	1.00	-	-	-	-	-	-	-	1.00	-
-- SWELECT Sustainable Energy Private Limited	1.00	-	-	-	-	-	-	-	1.00	-
<b>Conversion of Loan to Shares</b>	-	<b>4,000.00</b>	-	-	-	-	-	-	-	<b>4,000.00</b>
-- Amex Alloys Private Limited	-	4,000.00	-	-	-	-	-	-	-	4,000.00
-- SWELECT Power Systems Private Limited	-	-	-	-	-	-	-	-	-	-

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>Deferred Income</b>	<b>678.50</b>	<b>3,377.92</b>	-	-	-	-	<b>678.50</b>	-	<b>678.50</b>	<b>3,377.92</b>
-- SWELECT Taiyo Private Ltd	-	3,377.92	-	-	-	-	-	-	-	3,377.92
-- SWELECT Clean Energy Private Limited	678.50	-	-	-	-	-	678.50	-	678.50	-
<b>Advances made</b>	<b>13,292.49</b>	<b>15,492.27</b>	-	-	-	-	<b>13,292.49</b>	-	<b>13,292.49</b>	<b>15,492.27</b>
-- SWELECT Solar Energy Private Limited	15.79	11.26	-	-	-	-	15.79	-	15.79	11.26
-- Noel Media & Advertising Private Limited	72.30	100.59	-	-	-	-	72.30	-	72.30	100.59
-- Amex Alloys Private Limited	680.67	3,594.19	-	-	-	-	680.67	-	680.67	3,594.19
-- K J Solar Systems Private Limited	110.21	158.40	-	-	-	-	110.21	-	110.21	158.40
-- SWELECT Power Systems Private Limited	214.16	1,120.93	-	-	-	-	214.16	-	214.16	1,120.93
-- SWELECT Green Energy Solutions Private Limited	1,670.35	406.45	-	-	-	-	1,670.35	-	1,670.35	406.45
-- SWELECT HHV Solar Photovoltaics Private Ltd	9,012.65	7,567.89	-	-	-	-	9,012.65	-	9,012.65	7,567.89
-- SWELECT Renewables Energy Private Ltd	206.94	668.11	-	-	-	-	206.94	-	206.94	668.11
-- SWELECT Sun Energy Private Limited	771.25	1,420.07	-	-	-	-	771.25	-	771.25	1,420.07
-- SWELECT Re Power Private Ltd	111.85	363.45	-	-	-	-	111.85	-	111.85	363.45
-- SWELECT Taiyo Private Ltd	126.41	80.93	-	-	-	-	126.41	-	126.41	80.93
-- SWELECT Clean Energy Private Ltd	258.19	-	-	-	-	-	258.19	-	258.19	-
-- ESG Solar Energy Pvt Ltd	1.07	-	-	-	-	-	1.07	-	1.07	-
-- SWELECT Sustainable Energy Pvt Ltd	0.64	-	-	-	-	-	0.64	-	0.64	-
<b>Repayment of advances</b>	<b>15,854.55</b>	<b>13,028.07</b>	-	-	-	-	<b>15,854.55</b>	-	<b>15,854.55</b>	<b>13,028.07</b>
-- SWELECT Solar Energy Private Limited	-	1.39	-	-	-	-	-	-	-	1.39

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
-- Noel Media & Advertising Private Limited	80.04	157.10	-	-	-	-	-	-	80.04	157.10
-- Amex Alloys Private Limited	924.75	7,362.80	-	-	-	-	-	-	924.75	7,362.80
-- K J Solar Systems Private Limited	684.51	270.71	-	-	-	-	-	-	684.51	270.71
-- SWELECT Power Systems Private Limited	569.31	509.54	-	-	-	-	-	-	569.31	509.54
-- SWELECT Green Energy Solutions Private Limited	1,696.35	401.16	-	-	-	-	-	-	1,696.35	401.16
-- SWELECT HHV Solar Photovoltaics Private Ltd	9,980.49	3,090.73	-	-	-	-	-	-	9,980.49	3,090.73
-- SWELECT Renewables Energy Private Ltd	560.03	229.30	-	-	-	-	-	-	560.03	229.30
-- SWELECT Sun Energy Private Limited	702.21	934.41	-	-	-	-	-	-	702.21	934.41
-- SWELECT Re Power Private Ltd	405.35	69.94	-	-	-	-	-	-	445.36	69.94
-- SWELECT Taiyo Private Ltd	196.22	1.00	-	-	-	-	-	-	196.22	1.00
-- SWELECT Clean Energy Private Ltd	15.27	-	-	-	-	-	-	-	15.27	-
<b>Balance outstanding as at the year end:</b>										
<b>Advance Received on Sales</b>	<b>157.35</b>	-	-	-	-	-	-	-	<b>157.35</b>	-
-- SWELECT Renewables Energy Pvt Ltd	-	-	-	-	-	-	-	-	-	-
-- SWELECT Re Power Pvt Ltd	157.35	-	-	-	-	-	-	-	157.35	-
-- SWELECT Clean Energy Pvt Ltd	-	-	-	-	-	-	-	-	-	-
<b>Trade payables</b>	<b>2,647.83</b>	<b>968.94</b>	<b>18.32</b>	<b>15.13</b>	<b>2.41</b>	<b>-</b>	<b>0.17</b>	<b>-</b>	<b>2,668.73</b>	<b>984.07</b>
-- SWELECT Energy Systems Pte. Limited., Singapore	2,513.17	968.94	-	-	-	-	-	-	2,513.17	968.94
-- SWELECT Sun Energy Private Limited	-	-	-	-	-	-	-	-	-	-

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
-- SWELECT Green Energy Solutions Private Limited	91.05	-	-	-	-	-	-	-	91.05	-
-- SWELECT Re Power Pvt Ltd	43.61	-	-	-	-	-	-	-	43.61	-
-- SWELECT Renewables Energy Pvt Ltd	-	-	-	-	-	-	-	-	-	-
-- SWELECT HHV Solar Photovoltaics Pvt Ltd	-	-	-	-	-	-	-	-	-	-
-- Mr. R.Chellappan	-	-	10.07	6.34	-	-	-	-	10.07	6.34
-- Mr. A.Balan	-	-	3.15	4.29	-	-	-	-	3.15	4.29
-- Mr. K.V. Nachiappan	-	-	2.84	4.31	-	-	-	-	2.84	4.31
-- Ms.V.C.Mirunalini	-	-	1.14	0.19	-	-	-	-	1.14	0.19
-- Ms.V.C.Raghunath	-	-	1.12	-	-	-	-	-	1.12	-
-- Ms. Aarthi Balan	-	-	-	1.14	-	-	-	-	1.14	-
-- Ms. Preetha Balan	-	-	-	1.27	-	-	-	-	1.27	-
-- SWELECT Electronics Private Limited	-	-	-	-	-	-	0.17	-	0.17	-
<b>Capital Creditors</b>	<b>19.42</b>	<b>19.15</b>	-	-	-	-	-	-	<b>19.42</b>	<b>19.15</b>
-- SWELECT Energy Systems Pte. Limited., Singapore	19.42	19.15	-	-	-	-	-	-	19.42	19.15
<b>Amounts receivable from related parties</b>										
<b>Trade receivables</b>	<b>6,138.37</b>	<b>4,498.58</b>	-	-	-	-	-	-	<b>6,138.37</b>	<b>5,257.57</b>
-- Amex Alloys Private Limited	-	758.99	-	-	-	-	-	-	-	758.99
-- Noel Media & Advertising Private Limited	-	10.00	-	-	-	-	-	-	-	10.00
-- SWELECT Green Energy Solutions Private Limited	0.05	-	-	-	-	-	-	-	0.05	-
-- K J Solar Systems Private Limited	0.02	7.37	-	-	-	-	-	-	0.02	7.37
-- SWELECT Solar Energy Private Limited	13.45	16.51	-	-	-	-	-	-	13.45	16.51
-- SWELECT Power Systems Private Limited	2.21	8.95	-	-	-	-	-	-	2.21	8.95
-- SWELECT Sun Energy Private Limited	29.21	0.00	-	-	-	-	-	-	29.21	0.00
-- SWELECT HHV Solar Photovoltaics Pvt Ltd	381.16	193.74	-	-	-	-	-	-	381.16	193.74

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
-- SWELECT Renewables Energy Pvt Ltd	257.69	212.47	-	-	-	-	-	-	257.69	212.47
-- SWELECT Re Power Pvt Ltd	20.00	201.29	-	-	-	-	-	-	20.00	201.29
-- SWELECT Taiyo Pvt Ltd	376.85	3,848.24	-	-	-	-	-	-	376.85	3,848.24
-- SWELECT Clean Energy Pvt Ltd	5,085.40	-	-	-	-	-	-	-	5,085.40	-
-- ESG Solar Energy Pvt Ltd	0.12	-	-	-	-	-	-	-	0.12	-
-- SWELECT Sustainable Energy Pvt Ltd	0.12	-	-	-	-	-	-	-	0.12	-
<b>Advances</b>	<b>9,408.73</b>	<b>12,891.09</b>	-	-	-	-	-	-	<b>9,408.73</b>	<b>12,891.09</b>
-- Amex Alloys Private Limited	-	1,143.73	-	-	-	-	-	-	-	1,143.73
-- SWELECT Solar Energy Private Limited	63.91	48.11	-	-	-	-	-	-	63.91	48.11
-- Noel Media & Advertising Private Limited	788.73	796.46	-	-	-	-	-	-	788.73	796.46
-- K J Solar Systems Private Limited	178.76	753.07	-	-	-	-	-	-	178.76	753.07
-- SWELECT Power Systems Private Limited	275.81	630.96	-	-	-	-	-	-	275.81	630.96
-- SWELECT Green Energy Solutions Private Limited	-	5.33	-	-	-	-	-	-	-	5.33
-- SWELECT HHV Solar Photovoltaics Pvt Ltd	5,283.11	6,250.95	-	-	-	-	-	-	5,283.11	6,250.95
-- SWELECT Renewables Energy Pvt Ltd	85.72	438.81	-	-	-	-	-	-	85.72	438.81
-- SWELECT Sun Energy Private Limited	2,519.27	2,450.23	-	-	-	-	-	-	2,519.27	2,450.23
-- SWELECT RE Power Private Limited	0.00	293.51	-	-	-	-	-	-	0.00	293.51
-- SWELECT Taiyo Energy Private limited	10.11	79.93	-	-	-	-	-	-	10.11	79.93
-- SWELECT Clean Energy Private limited	242.95	-	-	-	-	-	-	-	242.95	-
-- ESG Solar Energy Pvt Ltd	1.07	-	-	-	-	-	-	-	1.07	-
-- SWELECT Sustainable Energy Pvt Ltd	0.64	-	-	-	-	-	-	-	0.64	-
<b>Borrowings</b>										
SWELECT Green Energy Solutions Private Limited	20.68	-	-	-	-	-	-	-	20.68	-

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 34 Directors' remuneration

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries	124.80	124.92
Commission	28.07	6.07
	<b>152.87</b>	<b>130.99</b>

## 35 Contingent liabilities and Commitments:

### (a) Contingencies

The details of claims against the Group not acknowledged as debts are given below:

Particulars	As at March 31, 2024	As at March 31, 2023
a) GST Related matters *	24.19	-
b) Excise related matters ##	671.95	671.95
c) Sales tax related matters **	25.77	25.77
d) Income tax related matters #	1,816.74	2,812.39
<b>Total</b>	<b>2,538.64</b>	<b>3,510.11</b>

\* ₹ 2.19 Lakhs deposited under dispute

\*\* ₹ 6.97 Lakhs deposited under dispute

# ₹ 140.76 Lakhs deposited under dispute

## ₹ 65.68 Lakhs deposited under dispute

### Management Assessment:

- The amount shown under Contingent Liabilities and disputed claims represent the best possible estimates arrived at on the basis of available information. Further, various Government authorities raise issues/clarifications in the normal course of business and the Company has provided its responses to the same and no formal demands/claims has been made by the authorities in respect of the same other than those pending before various judicial/regulatory forums as disclosed above. The uncertainties and possible reimbursement in respect of the above are dependent on the outcome of the various legal proceedings, which have been initiated by the Company or the Claimants, as the case may be and therefore cannot be predicted accurately. The Company has reviewed all the proceedings and has adequately provided for wherever provisions are required and disclosed contingent liabilities wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

## 36 Net equity dividend remitted in foreign exchange

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Period to which it is related to	2022-23	2021-22
Number of non-resident shareholders	6	7
Number of equity shares of ₹10/- each held on which dividend was due	4,28,550	4,28,550
Dividend per share	1.20	3.00
Amount remitted	5.14	12.86

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 37 Financial Instruments

### Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

### Financial instruments by category

	As at March 31, 2024			As at March 31, 2023		
	FVTPL	Amortised Cost	Total	FVTPL	Amortised Cost	Total
<b>Financial assets</b>						
Investment in equity instruments	30.00	-	30.00	30.35	-	30.35
Investments	27,136.71	-	27,136.71	27,655.22	500.00	28,155.22
Investments in subsidiaries		18,827.68	18,827.68		24,091.86	24,091.86
Loan to related parties		9,450.09	9,450.09		12,891.08	12,891.08
Trade receivables	-	9,922.37	9,922.37	-	7,169.98	7,169.98
Cash and cash equivalents	-	966.33	966.33	-	183.04	183.04
Other bank balances	-	12,056.04	12,056.04	-	9,809.86	9,809.86
Security deposits (Refer Note 7d)	-	1,525.15	1,525.15	-	806.02	806.02
Fixed Deposits		2,558.01	2,558.01		3,322.82	3,322.82
Other Current Financial assets	-	906.98	906.98	-	11.67	11.67
Interest accrued on fixed deposits	-	278.91	278.91	-	183.54	183.54
Advance to employees	-	0.36	0.36	-	1.62	1.62
Asset held for sale	1,426.27		1,426.27		-	-
<b>Total financial assets</b>	<b>28,592.98</b>	<b>56,491.92</b>	<b>85,084.90</b>	<b>27,685.57</b>	<b>58,971.49</b>	<b>86,657.06</b>
<b>Financial liabilities</b>						
Borrowings - Term loans	-	13,081.25	13,081.25	-	12,846.54	12,846.54
Borrowings - Others	-	21,958.15	21,958.15	-	23,636.46	23,636.46
Interest accrued	-	129.25	129.25	-	92.56	92.56
Trade Payables	-	6,350.99	6,350.99	-	3,358.45	3,358.45
Capital Creditors	-	19.42	19.42	-	19.15	19.15
Unpaid Dividend	-	5.87	5.87	-	9.01	9.01
Rental Deposit	-	201.53	201.53	-	167.50	167.50
Borrowings from Related parties	-	20.68	20.68	-	-	-
Lease liability	-	110.62	110.62	-	115.01	115.01
<b>Total financial liabilities</b>	<b>-</b>	<b>41,877.76</b>	<b>41,877.76</b>	<b>-</b>	<b>40,244.68</b>	<b>40,244.68</b>

### Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.



# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (a) Financial assets and liabilities valued at fair value

	As at March 31, 2024			As at March 31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Asset held for sale	-	-	1426.27	-	-	-
Investment in equity instruments	-	-	30.00	-	-	30.35
Other Investments	27,136.71	-	-	27,655.22	-	-
	<b>27,136.71</b>	<b>-</b>	<b>30.00</b>	<b>27,655.22</b>	<b>-</b>	<b>30.35</b>

## (b) Financial assets and liabilities measured at amortised cost

The Company has not disclosed fair values of financial instruments such as trade receivables, cash and cash equivalents, other Bank balances, security deposits, loans and advances to related parties, lease rental receivables, interest accrued on fixed deposits, certain advances to employees, trade payables and employee benefits payables (that are short term in nature), because their carrying amounts are reasonable approximations of their fair values.

## (c) Offsetting

The Company has not offset financial assets and financial liabilities as at March 31, 2024 and March 31, 2023. The Company's borrowing are secured by Fixed deposits/Mutual funds, the details of which are more fully described in Note 16.

## 37 A Critical accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, accompanying disclosures, and disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### Judgements

In the process of applying the Company's accounting policies, Management has made the following judgements, which have the most significant effect on the amounts recognised in the standalone financial statements:

#### Service concession arrangements

Management has assessed applicability of Appendix C of Ind AS 115: Service Concession Arrangements to power distribution arrangements entered into by the Company.

In assessing the applicability, Management has exercised significant judgment in relation to the underlying ownership of the assets, terms of the power distribution arrangements entered with the grantor, ability to determine prices, value of construction service, assessment of right to guaranteed cash etc.

#### Operating lease commitments – Company as lessor

The Company has entered into commercial property leases on its Investment Property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

#### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Taxes

Significant Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

## Allowance for uncollectible trade receivables

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balances and historical experiences. Individual trade receivables are written off when Management deems them not collectible. The Company has evaluated the receivable balances and has made allowances for the estimated irrecoverable amounts and no further allowance/write-off is expected on the receivables by the Company.

## Warranties

Provision for warranties involves a significant amount of estimation. The provision is based on the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The best estimate is determined based on the Company's past experience of warranty claims and future expectations. These estimates are revised periodically.

## Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

## Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

## Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment compensated absences and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about defined benefit obligations are given in Note 31.

## **37 B** Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA had not notified any new standards or amendments to the existing standards applicable to the Company.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 38 A. Financial Risk Management Objectives & Policies

The Company's principal financial liabilities comprise of short tenured borrowings, trade and other payables. Most of these liabilities relate to the Company's working capital cycle. The Company has trade and other receivables, loans and advances that arise directly from its operations.

The Company is accordingly exposed to market risk, credit risk and liquidity risk.

The Company's senior Management oversees management of these risks. The senior professionals working to manage the financial risks for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company's policies and overall risk appetite. All foreign currency hedging activities for risk Management purposes, to the extent applicable, are carried out by a team that have the appropriate skills, experience and supervision. In addition, independent views from bankers and currency market experts are obtained periodically to validate risk mitigation decisions. It is the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The Audit Committee reviews and agree policies for managing each of these risks which are summarised below:

### (a) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits and advances.

The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rate movement.

Particulars	March 31, 2024	March 31, 2023
Variable rate borrowings	32,987.33	36,483.00
Fixed rate borrowings	2,072.75	-
<b>Total</b>	<b>13,081.25</b>	<b>36,483.00</b>

### i) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all the other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ decrease in basis points	Effect on Profit before tax
As at March 31, 2024	+ 100 basis points	(110.09)
	- 100 basis points	110.09
As at March 31, 2023	+ 150 basis points	(547.25)
	- 150 basis points	547.25

### ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, primarily US Dollars and Euro. The Company has foreign currency trade payables and receivables and is therefore, exposed to foreign currency risk.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The Company manages its foreign currency risk by way of a periodical assessment for hedging appropriate percentage of its foreign currency exposure, as per its established risk Management policy duly considering the nature of the foreign currency receivable/payables, the fluctuation in the foreign currencies etc.

## Foreign Currency Sensitivity

The Company has a currency swap contract for its external commercial borrowings as at March 31, 2024 and all of its other foreign currency exposure is unhedged. The following table demonstrates the sensitivity in the USD, Euro and other currencies to the functional currency of the Company, with all other variables held constant. The impact on the Company's Profit before tax is due to changes in the fair value of monetary assets and liabilities including foreign currency derivatives.

Particulars	Change in currency exchange rate	Effect on profit before tax		Effect on equity	
		For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
US Dollars	+5%	119.23	(50.36)	119.23	(50.36)
	-5%	(119.23)	50.36	(119.23)	50.36
Euro	+5%	0.55	(1.18)	0.55	(1.18)
	-5%	(0.55)	1.18	(0.55)	1.18

## (b) Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with Banks, foreign exchange transactions and other financial instruments.

### i) Trade and other receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and controls relating to customer credit risk Management. Trade receivables are non-interest bearing and are generally on credit terms in line with respective industry norms. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses based on historical trends and other factors. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, Management believes that the unimpaired amounts that are past due by more than 360 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss at the reporting dates related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

In addition, an impairment analysis is performed at each reporting date on an individual basis for all the major individual customers. The maximum exposure to credit risk as at the reporting date is the carrying value of each class of financial assets that are not secured by security deposits. The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Neither past due nor impaired	Past due but not impaired		Total
		Less than 1 year	More than 1 year	
Trade Receivables as at March 31, 2024	8,512.91	446.71	962.75	9,922.37
Trade Receivables as at March 31, 2023	4,793.69	862.13	1,514.16	7,169.98

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The requirement for impairment is analysed at each reporting date and provision is based on the Expected Credit Loss Method by following a provision matrix which results in provision percentages based on the age bucket of receivables as per below.

## ECL

90-180 days	1%
180-360 days	5%
360 to 540 days	50%
540 to 720 days	75%
720 days above	100%

## Lease rent receivable

The Company's leasing arrangements represent the Buildings and Land let out to various customers which have been classified as Operating Lease. The creditworthiness of the customer is evaluated prior to sanctioning credit facilities. Appropriate procedures for follow-up and recovery are in place to monitor credit risk. The Company does not expect any losses from non-performance by these customers.

## Cash and bank balances

The Company holds cash and cash equivalents with credit worthy Banks and financial institutions as at the reporting date. The credit worthiness of such Banks and financial institutions are evaluated by the Management on an ongoing basis and is considered to be good.

## Other financial assets including investments

The Company does not expect any losses from non-performance by the counter-parties.

## ii) Financial instruments and cash deposits

Credit risk from balances with Banks is managed by Company's treasury team in accordance with the policy approved by the Board. Investments of surplus funds are made temporarily with approved counterparties, mainly mutual funds, who meet the minimum threshold requirements under the counterparty risk assessment process.

## (c) Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash Management system.

It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international banks at an optimised cost.

The table below summarise the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	As at March 31, 2024				Carrying Value
	Less than 1 year	1- 5 years	More than 5 years	Total	
Borrowings	27,014.86	8,045.22	-	35,060.08	35,060.08
Trade Payables	6,350.99	-	-	6,350.99	6,350.99
Lease liability	11.45	99.17	-	110.62	110.62
Other financial liabilities	246.86	109.21	-	356.07	356.07
<b>Total</b>	<b>33,624.16</b>	<b>8,253.60</b>	<b>-</b>	<b>41,877.76</b>	<b>41,877.76</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2023				Carrying Value
	Less than 1 year	1- 5 years	More than 5 years	Total	
Borrowings	27,330.11	8,630.10	522.79	36,483.00	36,483.00
Trade Payables	3,358.45	-	-	3,358.45	3,358.45
Lease liability	2.93	112.08	-	115.01	115.01
Other financial liabilities	179.71	108.51	-	288.22	288.22
<b>Total</b>	<b>30,871.20</b>	<b>8,850.69</b>	<b>522.79</b>	<b>40,244.68</b>	<b>40,244.68</b>

**39** The Company has used accounting software for maintaining its books of account for the year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

## 40 Discontinued Operations

During the year 2014, the Company had acquired 100% equity of HHV Solar Technologies Limited, an entity engaged in manufacturing of Solar Photovoltaic modules and having its plant located at Dabaspeta, Bengaluru, Karnataka. The capacity of the plant was increased in stages to reach the present capacity of 110 MW. The above acquisition was considered due to the benefits of quality assurance, cost saving and availability of modules to complete the projects within the timeline etc. Thereafter, during the year 2016 the above subsidiary got merged with the Company for administrative convenience.

The solar modules being manufactured by the above plant have been sold by the Company in various forms such as using the modules for its Independent Power Producing (IPP) plants and Engineering, Procurement and Commissioning (EPC) projects for customers and also selling directly to outside markets. Since the plant was owned by the company, it helped the Company to meet tender requirements, some of which stipulated that the modules should be 'Made in India Now, the Renewable Manufacturing industry is facing unexpected Market changes like availability of specific type of Solar Cells (M3/G1 158.75 mm) which are being used by the above plant for making solar modules and there will soon be a dearth of solar cell suppliers of the above kind. If the raw material unavailability situation continues, the Company might have to maintain the plant at substantially understated capacity, i.e. at less than the minimum production requirement capacity / below break-even point levels, in which case, the Company will incur losses especially with respect to the non-recovery of fixed cost expenses like running of air conditioners, rental expenses etc. Keeping in view the change/ advancement in technology and to control the above mentioned losses, the Shareholders in its meeting held on 28.7.2022 has concurred with the decision of the management to stop the production of this Plant (Dabaspeta, Bengaluru) permanently.

Consequent to above, during the previous year ended March 31, 2023, the Company has provided for the settlement of employees, paid duty component for exiting out of EOU and undertaken activities relevant to closure of the facilities.

Pursuant to the above decision, the results of the above discontinued unit is presented separately.

Particulars	As at March 31, 2024	As at March 31, 2023
<b>1 Income</b>		
Revenue from operations	-	2,092.11
Other income	-	15.50
<b>Total Income</b>	-	<b>2,107.62</b>
<b>2 Expenses</b>		
a. Cost of raw materials and components consumed	-	1,943.93
b. Decrease / (Increase) in inventories of finished goods, and work-in-progress	-	-
c. Employee Benefits Expense	-	168.68
d. Depreciation and Amortisation Expense	-	984.09
e. Finance Costs	-	6.06
f. Other Expenses	-	1,335.59
<b>Total Expenses</b>	-	<b>4,438.34</b>
<b>3 Profit/ (Loss) before tax</b>	-	<b>(2,330.73)</b>
<b>4 Tax expense:</b>	-	-
<b>5 Net Profit/ (Loss) from discontinued operations</b>	-	<b>(2,330.73)</b>

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 41 Capital Management

Capital includes equity attributable to the equity holders of the Company and net debt. Primary objective of Company's capital Management is to ensure that it maintains an optimum financing structure and healthy returns in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments, in light of the changes in economic conditions or business requirements.

- 42** The Board of directors of the Company at their meeting held on October 11, 2023 approved the proposed sale of Investments in Amex Alloys Private Limited, a wholly owned subsidiary of the Company, to DMW CNC Solutions India Private Limited (DMW). The approval by the shareholders of the Company through postal ballot was concluded on November 21, 2023. In this regard, on March 18, 2024, 81.54% shares held by SWELECT Energy Systems Limited was transferred and the company recognised a net gain of ₹1,298.99 Lakhs under exceptional items. The balance shares of 18.46% is expected to be transferred by 30 June 2024 as per the agreed terms. Accordingly, the same is treated as 'Non-current asset held for sale" in line with the requirements of Ind AS 105 (Non Current Asset held for Sale and Discontinued operations). Further in line with the requirements of the Ind AS, the balance investment of 18.46% has been carried at fair value and the gain on fair value amounting to ₹385.80 Lakhs has been recognised under exceptional items. So the total gain on sale /fair value of investments in subsidiary ₹1,684.79.

## 43 The following are ratios disclosed:

RATIOS	March 31, 2024	March 31, 2023	Variance
(a) Current Ratio	1.81	1.54	17%
(b) Debt-Equity Ratio	0.45	0.50	-10%
(c) Debt Service Coverage Ratio	1.83	1.11	65%
(d) Return on Equity Ratio	6.73	1.31	414%
(e) Inventory turnover ratio	1.41	1.38	2%
(f) Trade Receivables turnover ratio	2.88	3.50	-18%
(g) Trade payables turnover ratio	5.23	0.54	872%
(h) Net capital turnover ratio	0.72	1.21	-40%
(i) Net profit ratio	20.8%	4.08%	410%
(j) Return on Capital employed	7.81%	3.35%	133%
(k) Return on investment	50.74	47.51	7%

### Reason for the variances:

- (i) The current ratio has improved by 17% due to the inflow of cash from the sale of the subsidiary and repayment of overdraft facilities.
- (ii) The debt equity ratio had reduced by 10% on account of payment of overdraft and working capital demand loans .
- (iii) The debt service coverage ratio has improved on account of improved profits during the current year.
- (iv) Return on Equity ratio has increased on account of improved profits during the current year and the non-dampening of the discontinued operations last year.
- (v) The increase of the trade payable ratios is on account of better management of trade payables.
- (vi) The decrease in Net capital turnover is on account of deferment of projects completion.
- (vii) Net Profit ratio and return on capital employed increase is due to the non-dampening effect of discontinued operations of the manufacturing facility and the business profits of the current year.

# Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

(Working capital ratios are inventory turnover ratio, trade receivable turnover ratios and trade payable turnover ratios)

S.No.	Ratios	Numerator	Denominator
1	Current Ratio	Current Assets	Current Liabilities
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity
3	Debt Service Coverage Ratio	Earnings available for debt service	Interest & Lease liabilities+ Principal Repayments
4	Return on Equity Ratio	Profit after Tax	Average Shareholder's Equity
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade
6	Trade Receivables turnover ratio	Value of Sales & Services	Average Trade Receivables
7	Trade payables turnover ratio	Net Purchases	Average Trade Payables
8	Net capital turnover ratio	Value of Sales & Services	Working Capital (Current Assets - Current Liabilities)
9	Net profit ratio	Profit After Tax (after exceptional items)	Value of Sales & Services
10	Return on Capital employed	Earnings before Interest and Tax	Capital Employed (Tangible Networth+ Total Debt+ Deferred tax liability)
11	Return on investment	Other equity	Shareholder's Equity

## 44 Additional Information:

- (a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- (c) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (d) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (e) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).



## Notes to Standalone Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

- (f) To the best of its knowledge, The Company has not had any transaction with any struck-off companies except for the one company below:

Vendor Name	Nature of transactions with struck off comany	Transactions during the year	Balance outstanding as at 31/03/2024	Relationship with the struck off company
KILBURN POWER GEAR LTD	Service Charges	0.16	0	Vendor

- (g) The Company does not have any charges or satisfaction yet to be registered with the ROC beyond the statutory period as at the year ended March 31, 2024.

- 45** The scheme of amalgamation for the merger of KJ Solar Systems Private Limited and SWELECT Solar Energy Private Limited with SWELECT Energy Systems Limited was approved by the Board of SWELECT Energy Systems Limited in its meeting held on August 12, 2022 with an appointed date of April 1, 2022 or such date as may be directed by the National Company Law Tribunal ('NCLT') and the said scheme is subject to approval of NCLT and various regulatory bodies as applicable. Further, a creditors meeting was conducted on October 26, 2023 as per the NCLT order and the minutes of the meeting presented to NCLT. Pending approvals from the authorities, no adjustments have been made in the financial results for the year ended March 31, 2024.
- 45** Previous year figures have been regrouped / reclassified wherever necessary.
- 46** The Board duly taking into account all the relevant disclosures made, has approved these standalone financial statements in its meeting held on May 24, 2024 in accordance with the provisions of Companies Act, 2013.

For and on behalf of the **Board of Directors**  
**SWELECT Energy Systems Limited**

**R. Chellappan**

Managing Director  
DIN:00016958  
Place : Chennai

**A. Balan**

Joint Managing Director  
DIN:00017091  
Place : Chennai

**R. Sathishkumar**

Company Secretary  
Place : Chennai

**Nikhila R**

Chief Financial Officer  
Place : Chennai

Date: May 24, 2024

# Independent Auditor's Report

**To The Members of SWELECT ENERGY SYSTEMS Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of SWELECT ENERGY SYSTEMS LIMITED and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements / financial information of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Impairment of Property, Plant &amp; Equipment of an operating subsidiary which has accumulated loss.</b></p> <p>Property, Plant &amp; Equipment (net) amounting to ₹ 3,465 lakhs as at 31 March 2024 relating to one operating subsidiary, which has accumulated loss [Refer Note 3 to the Consolidated Financial Statements].</p> <p>The group has carried out detailed evaluation considering various factors and concluded that the carrying value of property, plant and equipment are good and recoverable.</p> <p>Due to multitude of factors and assumptions involved in determining the forecasted revenue and cash flow on the discount rate and growth rate used in the projection period, significant judgements are required to estimate the recoverable values. Any adverse changes to these assumptions could result into reduction in the fair value determined, resulting in a potential impairment to be recognised.</p>	<p><b>Principal audit procedure performed:</b></p> <p>Our procedures relating to impairment of property, plant and equipment included the following, among others:</p> <p>We understood and tested the effectiveness of internal controls over the Company's forecasting process and Property, Plant and Equipment impairment review including controls relating to the valuation methodology used, the completeness and accuracy of the input data considered, including the reasonableness of key assumptions considered in determining the future projections and the impairment calculations.</p> <p>We had discussions with the component auditor in regard to the impairment evaluation of property, plant and equipment pertaining to one operating subsidiary. Also, we have sent out referral instructions to the component auditor and evaluated the responses received from them. The procedures performed by the component auditor and which were evaluated by us are as follows:</p>

Sr. No.	Key Audit Matter	Auditor's Response
		<p>Component audit team have received the valuation report (as prepared by the management, as applicable) and considered as part of their impairment testing over the Property, Plant and Equipment.</p> <p>Component audit team have evaluated appropriateness of the valuation methodology used and the reasonableness of the key assumptions considered by the management, such as discount rate and growth rate considering the historical accuracy of the Company's estimates in the prior periods.</p> <p>The component audit team has compared the actual revenue and cash flow generated by the subsidiary during the year as to the projections and estimates considered in the previous year.</p> <p>The Component audit team has also assessed the sensitivity of the valuation to key changes in assumptions and tested the mathematical accuracy of the impairment model.</p> <p>The Component auditor have reported to us that they have performed these procedures.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the Board of Director's report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon which we obtained prior to the date of this auditor's report, and the Annual report, which is expected to be made available to us after that date.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by the other auditors.
- If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting

unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we

are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or

regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- (a) We did not audit the financial statements / financial information of 15 subsidiaries, whose financial statements / financial information reflect total assets of ₹ 87,485 lakhs as at 31 March 2024, total revenues of ₹ 37,660 lakhs and net cash outflows amounting to ₹ 337 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- (b) We did not audit the financial information of 1 subsidiary whose financial statements / financial information reflect total assets of ₹ 184 lakh as at 31 March 2024, total revenues of ₹ 2 lakh and net cash outflows amounting to ₹ 12 lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, this financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements/ financial information of the subsidiaries, referred to in the Other Matters section above we report, to the extent applicable that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and

belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- b) In our opinion, proper books of account as required by law maintained by the Group including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Parent as on 31 March 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent company and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India, the remuneration paid by the Parent Company and such subsidiary companies, to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
  - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent.
  - iv) (a) The respective Managements of the Parent and its subsidiaries, which are incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, respectively that, to the best of their knowledge and belief no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries, shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, and performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v) The final dividend proposed in the previous year, declared and paid by the Parent during the year is in accordance with section 123 of the Act, as applicable.
- As stated in note 14 to the consolidated financial statements, the Board of Directors of the Parent have proposed final dividend for the year which is subject to the approval of the members at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and based on the other auditor's reports of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, the Parent and its subsidiary companies incorporated in India have used accounting softwares for maintaining their respective books of account for the year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of audit, we and respective other auditors, whose reports have been furnished to us by the Management of the Parent, have not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under

CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

**Rekha Bai**

Partner

(Membership No. 214161)

( UDIN:24214161BKEXBS5325)

Place: Chennai

Date: 24 May 2024

# Annexure “A” to the Independent Auditor’s Report

**(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

## **Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated financial statements of SWELECT ENERGY SYSTEMS LIMITED (hereinafter referred to as “Parent”) and its subsidiary companies, which includes internal financial controls with reference to consolidated financial statements of the Company’s subsidiaries which are companies incorporated in India, as of that date.

### **Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Parent, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that

we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by auditors of the subsidiary companies which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies, which are companies incorporated in India.

### **Meaning of Internal Financial Controls with reference to consolidated financial statements**

A company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



### **Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2024 based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to subsidiary companies which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Rekha Bai**  
Partner

Place: Chennai  
Date: 24 May 2024

(Membership No. 214161)  
( UDIN:24214161BKEXBS5325)

# Consolidated Balance Sheet

CIN: L93090TN1994PLC028578

As at March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	As at	
		March 31, 2024	March 31, 2023
<b>A Assets</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	56,155.70	50,188.96
(b) Capital work-in-progress	3	675.25	3,150.24
(c) Right of use Assets	3A	145.10	110.21
(d) Investment Property	4	3,181.58	3,673.39
(e) Goodwill	34	334.70	789.74
(f) Other Intangible assets	5	11,869.34	11,787.90
(g) Financial Assets			
(i) Investment	6(a)	30.00	530.35
(ii) Loans	6(c)	39.82	21.94
(iii) Other financial assets	6(d)	3,065.03	2,361.33
(h) Income Tax Asset (Net)		1,606.69	1,104.80
(i) Deferred Tax Asset	17A	90.24	172.20
(j) Other non-current assets	7	823.80	1,072.00
<b>Total non-current assets</b>		<b>78,017.25</b>	<b>74,963.06</b>
<b>Current assets</b>			
(a) Inventories	8	22,983.70	13,694.56
(b) Financial Assets			
(i) Investments	6(b)	27,450.51	27,948.36
(ii) Trade receivables	9	5,210.67	6,697.29
(iii) Cash and cash equivalents	10	1,534.03	1,160.25
(iv) Bank balance other than (iii) above	6(e)	21,929.38	18,487.66
(v) Loans	6(c)	902.17	215.55
(vi) Other financial assets	6(d)	2,191.17	2,782.23
(c) Other Current assets	11	4,551.31	2,755.44
(d) Asset classified as held for Sale	6(f)	1,426.27	-
<b>Total Current assets</b>		<b>88,179.21</b>	<b>73,741.34</b>
<b>Total Assets</b>		<b>1,66,196.46</b>	<b>1,48,704.40</b>
<b>(B) Equity and liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	12	1,515.88	1,515.88
(b) Other equity	13	82,396.00	77,207.48
(c) Non-Controlling interests		1,866.46	1,645.05
<b>Total Equity</b>		<b>85,778.34</b>	<b>80,368.41</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15(a)	22,428.06	23,225.27
(ia) Lease liabilities	3(b)	137.84	112.10
(ii) Other financial liabilities	15(b)	1,046.10	108.51
(b) Deferred tax liabilities	17(B)	741.35	280.11
(c) Provisions	18	492.42	486.76
(d) Other non-current liabilities	16(a)	-	18.19
<b>Total non-Current liabilities</b>		<b>24,845.77</b>	<b>24,230.94</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15(a)	34,306.16	31,677.04
(ia) Lease liabilities	3(b)	27.77	2.93
(ii) Trade payables	19		
(A) Total outstanding dues of micro enterprises and small enterprises		576.15	496.17
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		8,552.16	7,640.15
(iv) Other financial liabilities	15(b)	834.08	1,522.85
(b) Other current liabilities	20	10,603.59	2,497.95
(c) Provisions	18	672.44	267.96
<b>Total Current liabilities</b>		<b>55,572.35</b>	<b>44,105.05</b>
<b>Total liabilities</b>		<b>80,418.12</b>	<b>68,335.99</b>
<b>Total equity and liabilities</b>		<b>1,66,196.46</b>	<b>1,48,704.40</b>

See accompanying notes forming part of the Consolidated Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Rekha Bai**  
Partner  
Membership no.214161

Place: Chennai  
Date: May 24, 2024

For and on behalf of the **Board of Directors**  
SWELECT Energy Systems Limited

**R. Chellappan**  
Managing Director  
DIN:00016958

**R. Sathishkumar**  
Company Secretary

**A. Balan**  
Joint Managing Director  
DIN:00017091

**Nikhila R**  
Chief Financial Officer

# Consolidated Statement of Profit and Loss

CIN: L93090TN1994PLC028578

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>I Income</b>			
Revenue from operations	21	24,278.26	24,570.14
Other income	22	3,654.84	2,408.64
<b>Total income</b>		<b>27,933.10</b>	<b>26,978.78</b>
<b>II Expenses</b>			
Cost of Raw materials and components consumed	23	13,790.24	6,877.34
Purchases of stock in trade	23A	356.68	621.28
Changes in Inventories of Finished goods, Work-in-progress and Stock-in -Trade	24	(6,037.32)	4,646.59
Employee benefits expense	25	2,033.56	1,535.15
Finance costs	26	5,095.65	2,966.46
Depreciation and amortisation expense	27	4,183.29	2,632.34
Other expenses	28	5,737.44	4,708.36
<b>Total expenses</b>		<b>25,159.54</b>	<b>23,987.52</b>
<b>III Profit before exceptional items and tax (I-II)</b>		<b>2,773.56</b>	<b>2,991.26</b>
Exceptional items- gain on sale /fair value of investments in subsidiary	45A	<b>3,249.66</b>	-
<b>IV Exceptional items</b>			
V Tax Expense			
Current tax		218.76	133.89
Deferred Tax (Net)		448.63	4.17
<b>Total tax expense</b>	17	<b>667.39</b>	<b>138.06</b>
<b>VI Profit after tax from continuing operations (III+IV-V)</b>		<b>5,355.83</b>	<b>2,853.20</b>
VII Profit/ (Loss) from discontinued operations	45A	954.13	(2,211.09)
<b>IX Net Profit for the year from continuing and discontinued operations (VI+VII)</b>		<b>6,309.96</b>	<b>642.11</b>
<b>Other comprehensive income (OCI)</b>			
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>			
Re-measurement gains/ (losses) on defined benefit plans		(145.21)	24.16
<b>Net other comprehensive income to be reclassified to profit or loss in subsequent periods</b>			
Exchange differences on translation of foreign operations		(533.78)	1,039.38
<b>X Other comprehensive Income for the year, net of tax</b>		<b>(597.66)</b>	<b>1,057.45</b>
<b>Total Comprehensive Income for the year</b>		<b>5,630.97</b>	<b>1,705.65</b>
<b>Profit for the year attributable to:</b>			
Owners of the Company		6,200.88	554.45
Non-Controlling interests		109.08	87.66
<b>Other comprehensive income (OCI) attributable to:</b>			
Owners of the Company		(678.99)	1,063.54
Non-Controlling interests		-	-
<b>Total Comprehensive Income for the year attributable to:</b>			
Owners of the Company		5,521.89	1,617.99
Non-Controlling interests		109.08	87.66
<b>Earnings per share (Face Value of Rs 10/- each) from continuing operations</b>			
1. Basic (in Rs)		35.33	18.82
2. Diluted (in Rs)		35.33	18.82
<b>Earnings per share (Face Value of Rs 10/- each) from discontinued operations</b>			
1. Basic (in Rs)		6.29	(14.59)
2. Diluted (in Rs)		6.29	(14.59)
<b>Earnings per share (Face Value of Rs 10/- each)</b>			
1. Basic (in Rs)	29	41.62	4.23
2. Diluted (in Rs)	29	41.62	4.23

See accompanying notes forming part of the Consolidated Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**Rekha Bai**

Partner

Membership no.214161

Place: Chennai

Date: May 24, 2024

For and on behalf of the **Board of Directors**

SWELECT Energy Systems Limited

**R. Chellappan**

Managing Director

DIN:00016958

**R. Sathishkumar**

Company Secretary

**A. Balan**

Joint Managing Director

DIN:00017091

**Nikhila R**

Chief Financial Officer

# Consolidated Cash Flow Statement

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. Cash flow from operating activities:</b>		
<b>Profit before tax for the year from continuing operations</b>	6,023.22	2,853.20
<b>Profit/(loss) after tax from discontinuing operations</b>	954.13	(2,211.09)
<b>Adjustments for:</b>		
Tax expense	-	138.06
Depreciation and amortisation expense	4,183.29	4,329.06
Gain on Investments carried at fair value through Profit and Loss	(1,501.87)	(684.24)
Profit on sale of investment	(3,249.66)	-
Net gain from the sale of current investment	(427.88)	(546.74)
Provision for Doubtful debts	100.00	
Liabilities no longer required, written back	(400.00)	(142.39)
Interest expense	5,095.65	3,180.20
Interest income	(1,322.05)	(1,065.43)
Provision for warranties	6.13	17.97
Exchange losses	226.39	1,039.38
(Gain) on disposal of Property, Plant and Equipment	-	(3.08)
<b>Operating profit before working capital / other changes</b>	<b>9,687.35</b>	<b>6,904.90</b>
Movement in working capital		
(Increase) / decrease in trade receivables	(1,140.03)	2,406.41
(Increase) in current and non-current assets	(2,582.64)	(958.78)
(Increase)/ decrease in inventories	(11,408.93)	2,483.11
Decrease in current and non-current financial assets	2,410.70	4,989.80
(Decrease)/ increase in trade payables, other current and long term liabilities	12,158.05	(2,188.37)
(Decrease)/ increase in provisions	509.05	(224.09)
<b>Cash flow generated from operations</b>	<b>9,633.55</b>	<b>13,412.98</b>
Income tax paid (net of refunds)	(679.83)	(266.16)
<b>Net cash flow generated from operating activities (A)</b>	<b>8,953.72</b>	<b>13,146.82</b>
<b>B. Cash flow from investing activities:</b>		
Acquisition of Property, Plant and Equipment, Intangible assets and Investment Properties	(12,786.17)	(15,134.05)
Proceeds from sale of property, plant & equipment	-	44.27
(Investment)/ redemption of investments	3,022.62	1,853.35
Proceeds from Sale of investment in subsidiary	6,300.01	-
Changes in other bank balances	(6,112.57)	(16,770.79)
Interest received	1,230.75	1,065.43
Infusion of minority interest share capital	114.00	529.18
<b>Net cash flow used in investing activities (B)</b>	<b>(8,231.36)</b>	<b>(28,412.61)</b>

# Consolidated Cash Flow Statement

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>C. Cash flow from financing activities:</b>		
Proceeds / (Repayment) of borrowings	8,485.23	4,877.48
Unpaid Dividend transfer	3.14	(0.21)
Payment of Lease liabilities	(14.70)	(233.38)
Interest paid	(5,048.74)	(3,109.33)
Dividends paid	(181.91)	(454.76)
<b>Net cash flow used in financing activities (C)</b>	<b>3,243.02</b>	<b>1,079.80</b>
<b>Net increase/decrease in cash and cash equivalents (A + B + C)</b>	<b>3,965.38</b>	<b>(14,185.99)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>(11,684.76)</b>	<b>2,501.23</b>
<b>Closing cash and cash equivalents</b>	<b>(7,719.38)</b>	<b>(11,684.76)</b>
<b>Cash and Cash equivalents (Refer Note 10(a))</b>	<b>(7,719.38)</b>	<b>(11,684.76)</b>

See accompanying notes forming part of the Consolidated Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Rekha Bai**  
Partner  
Membership no.214161

Place: Chennai  
Date: May 24, 2024

For and on behalf of the **Board of Directors**  
SWELECT Energy Systems Limited

**R. Chellappan**  
Managing Director  
DIN:00016958

**R. Sathishkumar**  
Company Secretary

**A. Balan**  
Joint Managing Director  
DIN:00017091

**Nikhila R**  
Chief Financial Officer

# Consolidated Statement of Changes in Equity

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## a. Equity Share Capital

As at April 1, 2022	Changes in Equity Share Capital during the year (Refer Note 12)	Balance as at March 31, 2023	Changes in Equity Share Capital during the year	Balance as at March 31, 2024
1,515.88	-	1,515.88	-	1,515.88

## b. Other Equity

Particulars	Reserves & Surplus								
	Capital Reserve	Securities premium	Retained earnings	Capital Redemption Reserve	Revaluation Reserve	General Reserve	Others	Foreign Currency Translation Reserve	Total Other Equity
<b>Balance as at 1 April 2022</b>	<b>304.10</b>	<b>4,291.19</b>	<b>48,761.05</b>	<b>375.00</b>	<b>367.32</b>	<b>18,102.14</b>	<b>26.18</b>	<b>3,817.27</b>	<b>76,044.25</b>
Profit for the year			554.45						554.45
Other Comprehensive Income (Net of tax)			24.16						24.16
Movement in foreign currency translation reserve								1,039.38	1,039.38
<b>Total comprehensive income</b>	-	-	<b>578.61</b>	-	-	-	-	<b>1,039.38</b>	<b>1,617.99</b>
Final Dividend for the year			(454.76)						(454.76)
<b>Balance as at March 31, 2023</b>	<b>304.10</b>	<b>4,291.19</b>	<b>48,884.90</b>	<b>375.00</b>	<b>367.32</b>	<b>18,102.14</b>	<b>26.18</b>	<b>4,856.65</b>	<b>77,207.48</b>
Profit for the year			6,200.88						6,200.88
Other Comprehensive Income (Net of tax)			(145.21)						(145.21)
Movement in foreign currency translation reserve								(533.78)	(533.78)
<b>Total comprehensive income</b>	-	-	<b>6,055.67</b>	-	-	-	-	<b>(533.78)</b>	<b>5,521.89</b>
Impact of loss of control of subsidiary	(151.46)								(151.46)
Final Dividend for the year			(181.91)						(181.91)
<b>Balance as at March 31, 2024</b>	<b>152.64</b>	<b>4,291.19</b>	<b>54,758.66</b>	<b>375.00</b>	<b>367.32</b>	<b>18,102.14</b>	<b>26.18</b>	<b>4,322.87</b>	<b>82,396.00</b>

See accompanying notes forming part of the Consolidated Financial Statements.

In terms of our report attached

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Rekha Bai**  
Partner  
Membership no.214161

Place: Chennai  
Date: May 24, 2024

For and on behalf of the **Board of Directors**  
SWELECT Energy Systems Limited

**R. Chellappan**  
Managing Director  
DIN:00016958

**R. Sathishkumar**  
Company Secretary

**A. Balan**  
Joint Managing Director  
DIN:00017091

**Nikhila R**  
Chief Financial Officer

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 1 Corporate information

SWELECT ENERGY SYSTEMS LIMITED (hereinafter referred to as 'the Parent' or 'the Company' or 'the Holding Company') was incorporated as a Public Limited Group on 12 September 1994. The Parent and its subsidiaries (together referred to as 'the Group') are engaged in the business of manufacturing and trading of Solar power projects, off-grid solar photovoltaic modules, based on crystalline silicon technology (c-Si), solar and wind power generation, contract manufacturing services, installation and maintenance services, sale of Solar Photovoltaic inverters and energy efficient lighting systems. The Parent is domiciled in India and its shares are listed on BSE and NSE. The registered office of the Group is located at Chennai.

## 2 Basis of preparation

### (a) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

### (b) Functional and presentation currency

Currency of the primary economic environment in which the Group operates ("the functional currency") is Indian Rupee (₹). Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).

### (c) Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### (d) Use of estimates and judgements

In preparing these financial statements, the Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## Judgements

Note 5 - Service Concession Arrangements

## Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2024 is included in the following notes:

Note 3 - Useful life of Property, Plant and Equipment

Note 36 - Fair valuation of Financial Assets/Liabilities

Notes 6 and 9 - Impairment of financial assets and other assets

Note 8 - Allowance for Non-moving, Slow moving inventories

Note 18 - Provision for Warranty and the underlying projections / assumptions / judgements etc.

Note 31 – Measurement of Defined Benefit Obligations: Key actuarial assumptions

### (e) Measurement of fair values

A number of Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values whereby the valuation is obtained from an external independent valuer, where feasible, which is then reviewed by the Chief Financial Officer for the underlying assumptions used in the valuation.

The Chief Financial Officer regularly reviews the significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used by the valuer to measure fair values, then the Chief Financial Officer assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the

fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 4 – Investment Property and

Note 36 – Financial Instruments

## 2(a) Summary of material accounting policies

### Principles of Consolidation:

The consolidated financial statements relate to the Company and its Subsidiaries. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its Subsidiaries have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating material intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances are presented to the extent possible, in the same manner as the Company's separate financial statements.

The details of the Subsidiaries considered in the preparation of the consolidated financial statements are given below:

SI No.	Name of the Subsidiary	Country of Incorporation	Relationship	Effective Ownership Interest as at the Balance Sheet Date	
				2023-24	2022-23
1	SWELECT Energy Systems Pte. Limited.	Singapore	Subsidiary	100%	100%
2	Subsidiary SWELECT Energy Systems Pte. Limited.				
a	SWELECT HHV Solar Photovoltaics Private Limited	India	Subsidiary	100%	-
3	SWELECT Inc	USA	Subsidiary	100%	100%
4	SWELECT Solar Energy Private Limited	India	Subsidiary	100%	100%
5	Subsidiaries of SWELECT Solar Energy Private Limited:				
a	Noel Media & Advertising Private Limited	India	Subsidiary	100%	100%
b	K J Solar Systems Private Limited	India	Subsidiary	100%	100%
6	SWELECT Power Systems Private Limited	India	Subsidiary	100%	100%
7	Amex Alloys Private Limited upto 18.03.2024	India	Subsidiary	18.46%	100%
8	SWELECT Green Energy Solutions Private Limited	India	Subsidiary	100%	100%
9	SWELECT Sun Energy Private Limited	India	Subsidiary	73.99%	73.99%
10	SWEES Employees' Welfare Trust *	India	Subsidiary	*	*
11	SWELECT Renewable Energy Private Limited	India	Subsidiary	73.99%	73.99%
12	SWELECT RE Power Private Limited	India	Subsidiary	83.34%	83.34%
13	SWELECT Taiyo Energy Private Limited	India	Subsidiary	73.99%	-
14	SWELECT Clean Energy Private Limited	India	Subsidiary	73.99%	-
15	SWELECT Sustainable Energy Private Limited	India	Subsidiary	100%	-
16	ESG Solar Energy Private Limited	India	Subsidiary	100%	-

\* No shareholding and the entity is a trust in which the Company has Control. Two of the Company's directors are also the trustees in the Trust and the trust holds 176,400 shares of the Company. The main object of the trust is for the welfare of the employees of the Group.



# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (a) Current versus non-current classification

The Group presents assets and liabilities in the Balance sheet based on current/ non-current classification which is determined based on the operating cycle.

An asset is treated as current when it is:

- Expected to be realised or intended to sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Group classifies all other assets as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

## (b) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties collected on behalf of the Government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The following specific recognition criteria must also be met before revenue is recognised:

### **Sale of goods**

Revenue from sale of goods, its accessories and other traded/manufactured goods are recognised when significant risks and rewards of ownership are passed to the buyer, which generally coincides with dispatch of goods. Revenues under composite contracts comprising supply, installation and commissioning are recognised on commissioning of the contract.

Sales Tax/Value Added Tax (VAT), Goods and Service Tax is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

### **Sale of power**

Revenue from sale of power from renewable energy sources is recognised in accordance with the price agreed under the provisions of the Power Purchase Agreement entered into with Tamilnadu Generation and Distribution Corporation Limited (TANGEDCO) and other customers. Such revenue is recognised on the basis of actual units generated and transmitted.

Revenue from power distribution business is accounted on the basis of billings to the customers and includes unbilled revenues accrued up to the end of accounting year. Customers are billed as per the tariff rates issued by Electricity Regulatory Commission.

### **Renewable Energy Certificate (REC) Income:**

Income arising from REC is recognised on sale of RECs at the Power Exchange and are accounted for as and when such sale happens.

### **Income from service**

Revenue from maintenance contracts is recognised in the Statement of Profit and Loss on a periodic basis over the period of the contract according to the terms and conditions of the agreements. Income from installation contracts is recognised when the certificate of installation is received from the customer.

### **Interest income**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included in 'Other Income' in the Consolidated Statement of Profit and Loss. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## **Dividend**

Revenue is recognised when the Group's right as a shareholder/unit holder to receive payment is established by the reporting date.

## **Rental Income**

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in Revenue from Operations in the Statement of Profit and Loss due to its operating nature.

## **(c) Service Concession Agreement**

The Group constructs Infrastructure used to provide a public service, operates and maintains that Infrastructure (operation services) for a specified period of time.

These arrangements may include Infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under Appendix C to Ind AS 115 - Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The Intangible asset model is used to the extent that the Group receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used when the Group has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the Group performs more than one service (i.e., construction or upgrade services and operation services) under a single contract or arrangement, consideration received

or receivable is allocated with reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

The Group manages concession arrangements which include constructing Solar power distribution assets for distribution of electricity. The Group maintains and services the infrastructure during the concession period. These concession arrangements set out rights and obligations related to the Infrastructure and the services to be provided.

The right to consideration gives rise to an Intangible asset and financial receivable and accordingly, both the Intangible asset and financial receivable models are applied. Income from the concession arrangements earned under the Intangible asset model consists of the value of contract revenue, which is deemed to be fair value of consideration transferred to acquire the asset; and payments actually received from the users. The Intangible asset is amortised over its expected useful life in a way that reflects the pattern in which the asset's economic benefits are consumed by the Group, starting from the date when the right to operate starts to be used. Based on these principles, the Intangible asset is amortised in line with the actual usage of the specific public facility or the agreement period, whichever is less.

Financial receivable is recorded at fair value of guaranteed residual value to be received at the end of the concession period. This receivable is subsequently measured at amortised cost.

Any asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial asset expires.

## **(d) Inventories**

Inventories are valued as follows:

Raw materials and components	Lower of cost and net realisable value.  However, materials and other items held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
Work-in-progress, Finished goods	Lower of cost and net realisable value.  Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (e) Taxes

### Current income tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in Equity, in which case it is recognized in Equity.

Current Tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in Other Comprehensive Income or in Equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in Equity.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is considered as an asset, if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group. The carrying amount of MAT is reviewed at each reporting date and the asset is written down to the extent the Group does not have convincing evidence that it will pay normal income tax during the specified period. With the introduction of the new Income tax provisions, the Group has the option to adopt lower rate of tax under Section 115BAA. Upon availing this option, MAT accruals till date of adoption will be expunged for the respective companies.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is

reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in Other Comprehensive Income or in Equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in Equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

In the situations where the Group is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognised in respect of timing differences which reverse during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate.

## (f) Employee Benefits

### Defined Contribution Plan

#### Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the Balance sheet date exceeds the contribution already paid, the deficit

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance sheet date, then excess is recognised as an asset to the extent of the pre-payment.

## Employee State Insurance

Contributions to Employees State Insurance Scheme are recognised as expense in the year in which the services are rendered.

## **Defined Benefit Plan**

### Gratuity

The Group makes annual contribution to a Gratuity Fund administered by trustees and managed by LIC. The Group accounts its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method. Actuarial gains/losses are immediately recognised in Retained Earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods. The defined benefit obligation recognised in the balance sheet represents the present value of the Defined Benefit Obligation less the Fair Value of Plan Assets out of which the obligations are expected to be settled.

### Long Term Compensated Absences

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. The Group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

### Short Term Employee Benefits

Short Term Employee Benefits includes short term compensated absences which is recognized based on the eligible leave at credit on the Balance Sheet date, and the estimated cost is based on the terms of the employment contract.

### Code on Social Security, 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has published in the Gazette of India. However, the date of which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

## **(g) Foreign Currency Transactions and Translations**

The Group's financial statements are presented in ₹, which is also the Group's functional currency.

### **Initial Recognition**

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at the average rates that closely approximate the rate at the date of the transaction.

### **Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

### **Treatment of Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting Group's monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognised as income or as expense in the year in which they arise.

### **Translation of foreign subsidiaries:**

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian rupees using the exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity. On the disposal

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

of a foreign operation, the exchange differences accumulated in equity in respect of that operation are reclassified to profit or loss.

## Forward exchange contracts entered into to hedge foreign currency risk of an existing Asset/Liability

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

## (h) Earnings per share (EPS)

Basic earnings per share is computed by dividing the profit / loss after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / loss after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

## (i) Property, Plant and Equipment and Other Intangible assets

The Group has elected to adopt the carrying value of Property, Plant and Equipment and Other Intangible assets under the Indian GAAP as on 31<sup>st</sup> March 2015, as the deemed cost for the purpose of transition to IND AS.

Property, Plant and Equipment and Other Intangible assets are stated at original cost net of tax/duty credit availed, less accumulated depreciation/amortisation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Other Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Other Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant & Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification. Gains and losses arising from derecognition of Property, Plant and Equipment and Other Intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of the Profit and Loss when the asset is derecognised.

The Group identifies and determines cost of each component/part of the Property, Plant and Equipment separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital Work-in-Progress: Projects under which Property, Plant and Equipment is not ready for their intended use and capital work-in-progress are carried at cost, comprising direct cost and attributable interest. Once it has become available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (j) Depreciation and amortisation

Depreciation is provided using the straight line method as per the useful lives of the Property, Plant and Equipment estimated by the Management as follows:

Buildings	26 years
Plant and Machinery (other than Windmills & Solar Plant)	15 years
-- Windmills (included under Plant and Machinery)	22 years
-- Solar Plant	20-25 years
Office Equipment	5 years
-- Electrical Equipment	10 years
Computers	3 years
Furniture and Fittings	10 years
Vehicles (Motor cars/Motor Vehicles)	8 years/ 10 years

## (k) Useful lives/depreciation rates

Considering the applicability of Schedule II, the Management has estimated the useful lives and residual values of all its Property, Plant & Equipment. The Management believes that the depreciation rates currently used fairly reflect its estimate of the useful life and residual values of Property, Plant & Equipment, though these rates in certain cases are different from the lives prescribed under Schedule II.

The Management has estimated, supported by independent assessment by professionals, where applicable, the useful lives of the above classes of Property, Plant and Equipment.

The useful life of certain Solar Plant and Machinery and Intangible assets recognised under Service Concession Agreement is 25 years, respectively. These lives are higher than those indicated in Schedule II.

Other Intangible assets are amortised using the straight-line method over a period of three years or five years as applicable.

## (l) Impairment of Property, Plant and Equipment and Other Intangible assets

The carrying amounts of Property, Plant and Machinery is reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable

amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

## (m) Investment Property

Investment Property represents Property (Land or a Building or part of a Building or both) held (by the owner or by the lessee under a finance lease) to earn rentals or for capital appreciation or both.

Investment Property is measured initially at cost, including transaction costs. Subsequent to initial recognition, Investment Property is stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts if the recognition criteria are met. When significant parts of the Investment Property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred.

Depreciation on Building classified as Investment Property has been provided on the straight-line method based on the useful life as prescribed in Schedule II to the Companies Act, 2013. These are based on the Group's estimate of their useful lives taking into consideration technical factors.

Though the Group measures Investment Property using cost basis measurement, the fair value of Investment Property is disclosed in Note 4. Fair values are determined on an annual evaluation performed by applying a valuation model, by an independent valuer, where feasible.

Investment Property is derecognised when either they have been disposed off or when the Investment Property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

When the use of a property changes from investment property to owner-occupied, the property is reclassified

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

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as property, plant and equipment at its carrying amount on the date of classification.

The difference between the net disposal proceeds and the carrying amount of the Investment Property is recognised in the Statement of Profit and Loss in the period of derecognition.

## (n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of Property, Plant and Equipment that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of Property, Plant and Equipment. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

## (o) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2015, the Group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Leases where, the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in Property, Plant and Equipment. Lease income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

## (p) Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

## (q) Provision for Warranties

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and Management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claims will arise, being typically up to twenty five years.

The estimates used for accounting of warranty liability/ recoveries are reviewed periodically and revisions are made as required.

## (r) Financial instruments

### Financial Assets:

#### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

## Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognised in Other Comprehensive Income (i.e. fair value through Other Comprehensive Income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- **Business model test:** The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other

comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the Balance sheet, with value changes recognised in the Statement of Profit and Loss, except for those equity investments for which the entity has elected to present value changes in 'Other Comprehensive Income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the Statement of Profit and Loss.

## Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;
  - (a) The Group has transferred substantially all the risks and rewards of the asset, or
  - (b) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group



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(All amounts are in ₹ Lakhs, unless otherwise stated)

also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

- the 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the

credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

## Financial Liabilities:

### Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.
- Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.
- Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.
- Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

# Notes to Consolidated Financial Statements

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Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

## Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

## Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

## (s) Fair value measurement

The Group measures specific financial instruments of certain investments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the

measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

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For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises the accounting policy for fair value. Other fair value related disclosures are given in relevant notes.

## (t) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at Banks and on hand including cheques on hand and short-term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## (u) Cash dividend

The Group recognises a liability when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Dividends paid/payable are recognised in the year in which the related dividends are approved by the Shareholders or Board of Directors as appropriate.

## (v) Cash flow statement

Cash flows are presented using indirect method, whereby Profit/(Loss) after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Group is segregated based on the available information.

## (w) Business combinations

Business combinations involving entities under the common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.

The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Any consideration in

excess of the net worth of the acquire Group is adjusted against the reserves of the acquiring Group.

## (x) Exceptional item

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

## (y) Segment Reporting

Operating segments reflect the Group's Management structure and the way the financial information is regularly reviewed by the Group's Chief Executive Officer (CEO). The CEO considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and Management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under unallocated revenue / expenses / assets / liabilities.

## Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised

# Notes to Consolidated Financial Statements

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(All amounts are in ₹ Lakhs, unless otherwise stated)

## 3 Property, Plant and Equipment Carried at cost less impairment

Particulars	Land	Buildings	Plant and Machinery	Office & Electrical Equipment	Computers	Furniture and Fittings	Vehicles	Total
<b>Cost</b>								
Balance as at April 1, 2022	1,983.04	4,605.09	46,582.07	902.35	129.10	419.20	304.17	54,925.02
Additions	14.80	2,930.18	11,049.44	56.27	13.53	4.68	64.97	14,133.88
Disposal/Adjustment	-	-	(2,762.54)	-	(16.40)	(70.50)	(48.42)	(2,897.86)
Others Transfers	(297.13)	(1,317.63)	-	-	-	-	-	(1,614.76)
<b>March 31, 2023</b>	<b>1,700.71</b>	<b>6,217.64</b>	<b>54,868.97</b>	<b>958.62</b>	<b>126.23</b>	<b>353.38</b>	<b>320.72</b>	<b>64,546.28</b>
Additions	149.23	2,542.37	13,217.47	371.76	55.98	150.49	16.41	16,503.71
Disposal/Adjustment below	(766.92)	(1,924.82)	(5,762.61)	(227.10)	(32.56)	(49.58)	(101.57)	(8,865.16)
Others Transfers	557.70	-	(1,142.31)	-	(25.40)	5.44	(10.15)	(614.72)
<b>March 31, 2024</b>	<b>1,640.73</b>	<b>6,835.19</b>	<b>61,255.32</b>	<b>1,103.28</b>	<b>124.26</b>	<b>459.73</b>	<b>225.41</b>	<b>71,643.92</b>
<b>Depreciation</b>								
Balance as at April 1, 2022	-	754.80	9,789.37	729.03	109.34	347.89	188.06	11,918.49
Charge for the year	-	114.16	2,234.78	60.54	9.90	10.69	26.33	2,456.41
Disposal/Adjustment	-	-	(1,936.23)	(6.65)	(15.08)	(70.50)	(23.91)	(2,052.37)
Others Transfers	-	(152.60)	(26.22)	-	-	-	-	(178.82)
<b>March 31, 2023</b>	<b>-</b>	<b>716.36</b>	<b>10,061.70</b>	<b>782.92</b>	<b>104.16</b>	<b>288.08</b>	<b>190.48</b>	<b>12,143.71</b>
Charge for the year	-	195.09	3,015.50	60.71	15.95	13.47	25.14	3,325.86
Disposal/Adjustment (refer note III below)	-	(460.67)	(2,652.95)	(214.79)	(28.87)	(41.48)	(59.13)	(3,457.89)
Others Transfers	16.57	1,144.77	-	54.73	29.30	7.45	10.12	1,262.94
<b>March 31, 2024</b>	<b>-</b>	<b>467.35</b>	<b>11,569.02</b>	<b>683.57</b>	<b>120.54</b>	<b>267.52</b>	<b>166.61</b>	<b>13,274.61</b>
<b>Impairment</b>								
March 31, 2023	-	-	2,213.61	-	-	-	-	2,213.61
Charge for the year	-	-	-	-	-	-	-	-
<b>March 31, 2024</b>	<b>-</b>	<b>-</b>	<b>2,213.61</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,213.61</b>
<b>Net Block</b>								
As at March 31, 2023	1,700.71	5,501.28	42,593.66	175.70	22.07	65.30	130.24	50,188.96
<b>As at March 31, 2024</b>	<b>1,640.73</b>	<b>6,367.84</b>	<b>47,472.69</b>	<b>419.71</b>	<b>3.72</b>	<b>192.21</b>	<b>58.80</b>	<b>56,155.70</b>

### Notes:

(i) a) Capital Work-in-progress ageing schedule for the year ended 31 march 2024 and 31 march 2023 is as follow:

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	More than 2 years	
Projects in progress as on March 31 2024	675.25	-	-	675.25
Projects in progress as on March 31 2023	2,349.92	-	800.32	3150.24

- b) For Capital-work-in progress which is more than 2 years the Group has taken steps to conclude the projects by the subsequent year.
- (ii) The Group's obligations (Refer Note 15) are secured by the hypothecation of plant and machinery, which has a carrying amount of ₹43,717.65 Lakhs (March 31, 2023-36,720.59 Lakhs)
- (iii) Refer Note 45A and 45B for details on discontinued operations.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 3 A Leases

The group has a lease for machinery and building

### (a) Right of Use Asset “ROU”

The following are the changes in the carrying value of right of use assets for the year ended March 31, 2024

Particulars	Building
<b>Balance as at 1 April 2022</b>	<b>92.81</b>
Additions	115.06
Deletions	(44.41)
Depreciation*	53.25
<b>Balance as at 31 March 2023</b>	<b>110.21</b>
Additions	53.95
Deletions	-
Depreciation*	10.56
<b>Balance as at March 31, 2024</b>	<b>145.10</b>

\*The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss

### (b) Lease Liabilities

The following is the movement in lease liabilities during year ended March 31, 2024

Particulars	Building
<b>Balance as at 1 April 2022</b>	<b>100.87</b>
Additions	115.06
Finance Cost accrued during the year	6.17
Deletions	(22.84)
Payment of Lease liabilities	(84.23)
<b>Balance as at 31 March 2023</b>	<b>115.03</b>
Additions	56.07
Finance Cost accrued during the year	22.76
Deletions	-
Payment of Lease liabilities	(27.77)
<b>Balance as at March 31, 2024</b>	<b>165.61</b>

The following is the break-up of current and non current liabilities as on March 31, 2024

Particulars	March 31, 2024	March 31, 2023
Current lease liabilities	27.77	2.93
Non Current lease liabilities	137.84	112.10

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

**(c) Amounts recognized in Profit and Loss were as follows**

Particulars	March 31, 2024	March 31, 2023
Depreciation on right of use assets	10.56	194.75
Finance cost on Lease liabilities	22.76	12.19

**(d) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 and March 31, 2023 on an undiscounted basis :**

Particulars	March 31, 2024	March 31, 2023
Not later than 1 year	16.32	11.45
Later than 1 year and not later than 5 years	65.30	57.23
Later than 5 years	163.24	124.81

Note: The company does not face a significant liquidity risk with regards to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

## 4 Investment Property

Particulars	Land and Buildings	
	As at March 31, 2024	As at March 31, 2023
<b>Cost</b>	<b>4,631.31</b>	<b>2,944.67</b>
Additions during the year	191.17	117.36
Deletions during the year	-	(41.19)
Other Transfers	94.57	1,610.46
<b>Closing balance</b>	<b>4,917.04</b>	<b>4,631.31</b>
<b>Depreciation</b>		
Opening balance	957.92	687.48
Depreciation during the year	125.27	117.84
Other Transfers	652.27	152.60
<b>Closing balance</b>	<b>1,735.46</b>	<b>957.92</b>
<b>Net Block</b>	<b>3,181.58</b>	<b>3,673.39</b>

### Information regarding income and expenditure of Investment Property

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Rental income derived from Investment Property	547.92	467.95
(b) Direct operating expenses (including repairs and maintenance) generating rental income	-	-
(c) Direct operating expenses (including repairs and maintenance) that did not generate rental income	14.46	12.67
<b>Profit arising from Investment Property before depreciation and indirect expenses</b>	<b>533.46</b>	<b>455.28</b>
Less – Depreciation	125.27	117.84
<b>Profit arising from Investment Property before indirect expenses</b>	<b>408.19</b>	<b>337.44</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Measurement of fair values:

### Description of valuation techniques used and key inputs to valuation on Investment Property:

As at March 31, 2024 and March 31, 2023, the fair value of the Property is ₹ 6,414.90 Lakhs and ₹3,978.38 Lakhs respectively. The valuation is based on fair value assessment done. A valuation model in accordance with the one recommended by the International Valuation Standards Committee has been applied. The fair value is not based on the valuation by an independent valuer.

The Company has no restrictions on the realisability of its Investment Property and has no contractual obligations to purchase, construct or develop Investment Property or has any plans for major repairs, maintenance and enhancements. Fair Value Hierarchy disclosures for Investment Property have been provided in Note 36.

This method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, a market-derived discount rate is applied to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

Under the Discounted cash flow method, fair value is estimated using assumptions regarding the fair market value of the Property.

In this regard, the key assumptions used for fair value calculations are as follows:

- It is presumed that the vacancy durations of the Property will have no material impact on the cash flow projections, as they are immaterial.
- Existing rental escalation terms will continue to exist in the future without any modification.
- It is presumed that no brokerage, commission costs will be incurred on the let out of Property.

The weighted average cost of capital (WACC) is the rate that the Group is expected to pay on average to all its security holders to finance its assets. The weighted average cost of capital is calculated by Capital Asset Pricing Model (CAPM). This model takes into account the asset's sensitivity to non-diversifiable risk (also known as systematic risk or market risk), represented by the quantity beta (β) in the financial industry, as well as the expected return of the market and the expected return of a theoretical risk-free asset.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related re-letting, redevelopment or refurbishment. The appropriate duration is typically driven by market behaviour that is characteristic of the class of real Property. Periodic cash flow is typically estimated as gross income, non-recoverable expenses, collection losses, lease incentives, maintenance cost, and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

Significant increase (decrease) in estimated rental value and rent growth per annum in isolation would result in a significantly higher (lower) fair value of the Property. Significant increase (decrease) in long-term vacancy rate and discount rate (and exit yield) in isolation would result in a significantly lower (higher) fair value.

Generally, a change in the assumption made for the estimated rental value is accompanied by:

- i. A directionally similar change in the rent growth per annum and discount rate (and exit yield)
- ii. An opposite change in the long term vacancy rate.
- iii. The Group's obligations (Refer Note 15) are secured by the hypothecation of land and building, which has a carrying amount of ₹3,283.13 Lakhs (March 31, 2023-3,086.57 Lakhs)

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Reconciliation of fair value:

Particulars	Amount in Lakhs
<b>Gross Block as on March 31, 2024</b>	<b>4,917.04</b>
Fair value difference (net)	1,497.86
<b>Fair value as on March 31, 2024</b>	<b>6,414.90</b>

## 5 Other Intangible assets

Particulars	Certification Process	Service Concession Arrangement (Refer Note below)	Computer software	Total
<b>Cost</b>				
<b>As at April 1, 2022</b>	<b>239.13</b>	<b>16,084.54</b>	<b>258.01</b>	<b>16,581.68</b>
Additions	-	-	20.33	20.33
Deletions	(239.13)	-	-	(239.13)
<b>March 31, 2023</b>	<b>-</b>	<b>16,084.54</b>	<b>278.34</b>	<b>16,362.88</b>
Additions	-	800.39	16.97	817.28
Other transfers	-	-	(112.74)	(112.74)
Deletions	-	-	(16.39)	(16.39)
<b>March 31, 2024</b>	<b>-</b>	<b>16,884.93</b>	<b>166.18</b>	<b>17,051.11</b>
<b>Amortisation</b>				
<b>As at April 1, 2022</b>	<b>169.96</b>	<b>3,701.46</b>	<b>180.30</b>	<b>4,051.72</b>
Charge for the year	-	653.13	40.09	693.22
Deletions	(169.96)	-	-	(169.96)
<b>March 31, 2023</b>	<b>-</b>	<b>4,354.59</b>	<b>220.39</b>	<b>4,574.98</b>
Charge for the year	-	693.95	27.65	721.60
Deletions	-	-	(15.02)	(15.02)
<b>March 31, 2024</b>	<b>-</b>	<b>5,048.54</b>	<b>133.23</b>	<b>5,181.77</b>
<b>Net block</b>				
<b>March 31, 2024</b>	<b>-</b>	<b>11,836.39</b>	<b>32.95</b>	<b>11,869.34</b>
<b>March 31, 2023</b>	<b>-</b>	<b>11,729.95</b>	<b>57.95</b>	<b>11,787.90</b>

### Notes:

- The Group (Operator) has entered into the following Power Purchase Agreements (PPA) with counter parties (Grantor). The Group has assessed the same as an arrangement which needs to be accounted under the principles of Appendix C of Ind-AS 115 as the following conditions are met:

The Grantor controls or regulates which services the Operator must provide to the Infrastructure (Solar Power Plant), to whom it must provide and at what price and the controls, the Grantor will exercise through ownership, beneficial entitlement or other significant residual interest in the Infrastructure at the end of the term of the arrangement.

Infrastructure within the scope of Appendix C of Ind-AS 115 is not recognised as Property, Plant and Equipment of the Operator because the contractual service arrangement does not convey the right to control the use of the Infrastructure to the Operator.

Consideration for the construction services received or receivable by the Operator is recognised at its fair value. The consideration may be rights to:

- a financial asset, or
- an Intangible asset.



# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The Group recognises a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from the Grantor for the construction services; the Grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law, even if payment is contingent on the operator ensuring that the Infrastructure meets specified quality or efficiency requirements.

The tenure of the PPA represents the significant useful life of the Infrastructure. Consequently, the Group has an intangible right to receive cash through the tenure of the PPA and the same has been recognised as an Other Intangible asset. The Other Intangible asset is amortised over the agreement period.

- Other Intangible asset with a carrying amount of ₹3,884.70 Lakhs (As at March 31, 2023: ₹4,123.76 Lakhs) has been pledged in favour of the Grantor against the grant received and receivable from the Grantor.

## 6 Financial Assets

### 6 (a) Non-current investments

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investment in Debt Instruments</b>		
<b>Unquoted Investment in equity shares at fair value through Statement of Profit and Loss</b>		
3,00,000 (March 31, 2023 : 3,00,000) Equity shares of ₹10/- each fully paid in Gem Sugars Limited	30.00	30.00
Nil (March 31, 2023 : 3,520) Equity shares of ₹10/- each fully paid in Yajur Energy Solutions Private Limited	-	0.35
<b>Investment in tax free bonds (unquoted) carried at amortised cost</b>		
Nil (March 31, 2023: 50,000) bonds of ₹1,000/- each fully paid in Housing and Urban Development Corporation Limited	-	500.00
	<b>30.00</b>	<b>530.35</b>
Aggregate value of unquoted investments	30.00	530.35

### 6 (b) Current investments

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investments at fair value through Profit or loss (FVTPL)</b>		
<b>Quoted Mutual funds</b>		
27,25,901.41 units (March 31, 2023: 27,25,901.41) units of Aditya Birla Sunlife Banking & PSU Debt fund - Regular - Growth	9,043.82	8,432.09
3,16,156.000 units (March 31, 2023: 3,16,156.000 ) units of ICICI Prudential Savings - Fund Growth	1,560.30	1,446.38
1,64,44,388.183 units (March 31, 2023-1,68,89,967.522) ICICI Prudential Banking and PSU Debt Fund - Growth	4,876.76	4,652.68
2,02,01,163.047 units(March 31, 2023-2,20,94,457 units) Bandhan Banking & PSU Debt Fund - Regular Plan - Growth	4,512.94	4,615.38
Nil units (March 31, 2023-75,06,779.966 units) HDFC Credit Risk Debt Fund - Regular -Growth	-	1,520.61
57,14,384.77 units (March 31, 2023-68,00,875.395 units) ICICI Prudential Medium Term Bond Fund- Growth	2,306.71	2,554.46
Nil units (March 31, 2023- 2,862.11 units) SBI Liquid Fund -Growth	-	100.00

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
17,66,988.11 units (March 31, 2023- 26,30,318.41 units) SBI Corporate Bond Fund -Growth	247.43	343.63
52,13,219.42 Units (March 31, 2023- 1,39,38,219.421 units) ICICI Nifty PSU Bond Plus SDL Sep 2027 -Growth	582.31	1,455.14
2,42,28,179.27 units (March 31, 2023- 2,42,28,179.27 units ) Aditya Birla Sun Life Nifty SDL Plus PSU Bond SEP 2026 60:40 Index Fund Regular Plan Growth (WL)-Growth	2,714.16	2,534.87
29,35,183.9 units (March 31, 2023- Nil) Nippon India Banking & PSU Debt Fund - Regular Plan - Growth	551.41	-
3,23,574.906 units (March 31, 2023- Nil) Sbi Arbitrage Opportunities Fund - Regular Plan - Growth	100.27	-
1,09,815.037 units (March 31, 2023- Nil) Aditya Birla Sun Life Floating Rate Fund - Regular Plan - Growth	355.18	-
52,845.75 units (March 31, 2023- Nil) Aditya Birla Sun Life Money Manager Fund- Growth	180.09	-
99.96 Units (March 31, 2023- Nil) Ifmr Fimpact Long Term Credit Fund	105.33	-
13,79,651.35 Units (March 31, 2023 - 13,79,651.35 )of Axis AAA Bond Plus SDL ETF -2026 Maturity -Regular	153.80	144.58
50,704.12 Units (March 31, 2023- 50,704.12) of Aditya Birla Sun Life Floating Rate Fund - Regular	160.00	148.54
	<b>27,450.51</b>	<b>27,948.36</b>
Aggregate cost of quoted investments	20,755.68	22,756.56
Aggregate market value of quoted investments	27,450.51	27,948.36

**Note:**

Investments have been pledged as collateral securities with Banks for the borrowings of the Group (Refer Note 15).

## 6 (c) Financial assets carried at Amortised cost

### Loans (Unsecured considered good unless otherwise stated) carried at amortised cost

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Non-Current</b>		
Other Financial Assets**	39.82	21.94
<b>Total</b>	<b>39.82</b>	<b>21.94</b>
<b>(ii) Current</b>		
Loans to employees	2.52	35.28
Loan given to Amex Alloys Private Limited*	899.65	-
Other Financial Assets**	-	180.27
<b>Total</b>	<b>902.17</b>	<b>215.55</b>
<b>Total</b>	<b>941.99</b>	<b>237.49</b>

\* Loans are given at 8.25% to be repaid within 30.09.2024

\*\* Other financial assets are non-derivative financial assets which generate an effective interest income of 8.50% - 9.0% (31 March 2023 - 8.50%) or the Group

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 6 (d) Other financial assets (Unsecured, considered good, unless otherwise stated) carried at amortised cost

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Non-Current</b>		
Security deposit	1,711.95	973.95
Deposits with original maturity more than 12 months #	1,353.08	1,387.38
<b>Total</b>	<b>3,065.03</b>	<b>2,361.33</b>
<b>(ii) Current</b>		
Interest accrued on fixed deposits	309.28	217.98
Security deposit	221.05	186.05
Deposits with original maturity less than 12 months #	1,238.93	1,969.44
Other Current Financial assets	654.64	1,041.49
	<b>2,423.90</b>	<b>3,414.96</b>
Provision for doubtful advance	(232.73)	(632.73)
<b>Total</b>	<b>2,191.17</b>	<b>2,782.23</b>
<b>Total</b>	<b>5,256.20</b>	<b>5,143.56</b>
Considered good	5,256.20	5,143.56
Considered doubtful	232.73	632.73

# The balance on deposit accounts bears an average interest rate of 6.67% and have been pledged as collateral securities with Banks for availing Term loan, working capital limits etc for the Group. (Refer Note 15).

## 6 (e) Bank balances (Carried at amortised cost)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Current</b>		
Earmarked balances	11.81	5.74
Deposits with original maturity more than 3 months and less than 12 months #	21,917.57	18,481.92
<b>Total</b>	<b>21,929.38</b>	<b>18,487.66</b>

Earmarked balances with banks primarily relate to escrow accounts with banks specific to project loans.

## 6 (f) Asset classified as held for sale (carried at fair value)

Particulars	As at March 31, 2024	As at March 31, 2023
17,90,600 shares of Amex Alloys Private Limited	1,426.27	-
	<b>1,426.27</b>	-

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 7 Other Non-current assets (Unsecured, considered good)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with Government authorities	412.07	605.24
Provision for doubtful advance	(280.44)	(280.44)
Capital advances	449.88	506.63
Prepaid expenses	225.60	194.93
Others	16.67	45.64
<b>Total</b>	<b>823.80</b>	<b>1,072.00</b>

## 8 Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials and components	11,701.15	8,449.33
Work-in-progress	400.82	1,369.23
Finished goods	10,881.73	3,876.00
<b>Total</b>	<b>22,983.70</b>	<b>13,694.56</b>

### Note:

Work-in Progress comprises of mechanical and electrical items.

Inventories have been pledged as security against certain bank borrowings, details relating to which has been described in note 15

The cost of inventories recognised is net of write down of inventory to the extent of ₹ 2,850 Lakhs ( FY 2022-23 ₹ 485 Lakhs)

## 9 Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
(a) Receivables considered good	5,210.67	6,869.98
(b) Receivables which have significant increase in Credit Risk	383.29	379.54
(c) Receivables - credit impaired	87.23	156.56
	<b>5,681.19</b>	<b>7,406.08</b>
Less: Allowance for Expected Credit Loss	(470.52)	(708.79)
<b>Total</b>	<b>5,210.67</b>	<b>6,697.29</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

During the year ended March 31, 2024 the Group has created Nil allowance for doubtful debts (Previous Year: ₹ 29.50 Lakhs net)

Particulars	Outstanding as on March 31, 2024					Total
	Less than 6 months	6 months- 1 year	More than 1 year	2-3 years	> 3 years	
(i) Undisputed Trade receivables – considered good	3,430.58	589.99	742.71	447.39	-	5,210.67
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	1.90	1.79	9.42	279.63	90.55	383.29
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	87.23	87.23
<b>Total</b>	<b>3,432.48</b>	<b>591.78</b>	<b>752.13</b>	<b>727.02</b>	<b>177.78</b>	<b>5,681.19</b>

Particulars	Outstanding as on March 31, 2023					Total
	Less than 6 months	6 months- 1 year	More than 1 year	2-3 years	> 3 years	
(i) Undisputed Trade receivables – considered good	3,644.39	1,426.53	1,626.37	-	-	6,697.29
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	69.10	46.26	9.49	22.09	98.72	245.66
(iii) Undisputed Trade Receivables – credit impaired	0.22	0.70	-	462.20	-	463.12
<b>Total</b>	<b>3,713.71</b>	<b>1,473.49</b>	<b>1,635.86</b>	<b>484.29</b>	<b>98.72</b>	<b>7,406.07</b>

Allowance for bad and doubtful debts	Outstanding as on March 31, 2024	Outstanding as on March 31, 2023
Allowance for Expected Credit Loss	470.52	708.79

Unbilled revenue (Unsecured, unless other wise stated)	Outstanding as on March 31, 2024	Outstanding as on March 31, 2023
Unbilled revenue -Considered Good	1,143.48	468.25

- (i) In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss towards expected risk of delays and default in collection.

## 10 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks:		
On current accounts	1,391.28	1,021.70
On unpaid dividend accounts	5.87	9.02
Deposits with original maturity less than 3 months	128.03	124.57
Cash on hand	8.85	4.96
<b>Total</b>	<b>1,534.03</b>	<b>1,160.25</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 10 (a) For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks:		
On current accounts	1,391.28	1,021.70
Deposits with original maturity less than 3 months	128.03	124.57
Cash on hand	8.85	4.96
	<b>1,528.16</b>	<b>1,151.23</b>
Less : Bank overdrafts (Refer Note 15 (b))	(9,247.54)	(12,835.99)
<b>Total</b>	<b>(7,719.38)</b>	<b>(11,684.76)</b>

## 11 Other Current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Government authorities	1,296.27	670.80
Supplier advances	2,543.40	1,842.24
Prepaid expenses	672.33	114.13
Others	39.31	128.27
<b>Total</b>	<b>4,551.31</b>	<b>2,755.44</b>

## 12 Equity Share capital

Authorised Share Capital	Equity Shares of ₹ 10/- each	
	No.	Amount
<b>As at 1 April 2023</b>	<b>4,70,00,000</b>	<b>4,700.00</b>
Increase/(Decrease) during the year	-	-
<b>As at March 31, 2024</b>	<b>4,70,00,000</b>	<b>4,700.00</b>
<b>Issued, Subscribed &amp; Fully paid up</b>		
<b>As at 1 April 2023</b>	<b>1,51,58,760</b>	<b>1,515.88</b>
Issue of Equity Share Capital	-	-
<b>As at March 31, 2024</b>	<b>1,51,58,760</b>	<b>1,515.88</b>

### a. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of the liquidation of the Company, the holder of equity share will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholders.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## b. Details of shares held by each shareholder holdings more than 5% shares

Equity shares of ₹10/- each fully paid	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% holding in the class	Number of shares	% holding in the class
R. Chellappan, Managing Director	73,97,860	48.80%	73,97,860	48.80%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## c. Shares held by the promoters at the end of the year

S. No.	Promoter name	No. of Shares as on March 31, 2024	No. of Shares as on March 31, 2023	% of total shares	% Change during the year
1	CHELLAPPAN.R	73,97,860	73,97,860	48.80%	-
2	BALAN A	4,69,499	4,69,499	3.10%	-
3	NACHIAPPAN K.V.	1,65,348	1,65,348	1.09%	-
4	GUNASUNDARI C	1,23,129	1,23,129	0.81%	-
5	MIRUNALINI V C	71,008	71,008	0.47%	-
6	RAGHUNATH V C	58,515	58,515	0.39%	-
7	AARTHI BALAN	24,600	24,600	0.16%	-
8	PREETHA BALAN	24,260	24,260	0.16%	-
9	VASANTHA B	16,884	16,884	0.11%	-
10	RISHII NANDHAN K N	15,355	15,355	0.10%	-
11	JAYASHREE NACHIAPPAN	1,375	1,375	0.01%	-
12	SWELECT ELECTRONICS PRIVATE LIMITED	45	45	0.00%	-
13	V C RAGHUNATH (on behalf of SWEES Employees Welfare Trust)	1,76,400	1,76,400	1.16%	-
	<b>Total</b>	<b>85,44,278.00</b>	<b>85,44,278.00</b>	<b>56.37%</b>	

## 13 Other Equity

### Other Equity movement during the years 2022-23 and 2023-24:-

Particulars	Capital Reserve (Refer Note (iv))	Securities premium (Refer Note (iii))	Retained Earnings (Refer Note (ii))	Capital Redemption Reserve	Revaluation Reserve	General Reserve (Refer Note (i) below)	Others	Foreign Currency Translation Reserve	Total
<b>As at 01 April 2022</b>	<b>304.10</b>	<b>4,291.19</b>	<b>48,761.05</b>	<b>375.00</b>	<b>367.32</b>	<b>18,102.14</b>	<b>26.18</b>	<b>3,817.27</b>	<b>76,044.25</b>
Profit for the year	-	-	554.45	-	-	-	-	-	554.45
Other comprehensive income for the year	-	-	24.16	-	-	-	-	-	24.16
Final Dividend for the year 2021-22	-	-	(454.76)	-	-	-	-	-	(454.76)
Movement in Foreign Currency Translation Reserve	-	-	-	-	-	-	-	1,039.38	1,039.38
<b>Balance as at March 31, 2023</b>	<b>304.10</b>	<b>4,291.19</b>	<b>48,884.90</b>	<b>375.00</b>	<b>367.32</b>	<b>18,102.14</b>	<b>26.18</b>	<b>4,856.65</b>	<b>77,207.48</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Capital Reserve (Refer Note (iv))	Securities premium (Refer Note (iii))	Retained Earnings (Refer Note (ii))	Capital Redemption Reserve	Revaluation Reserve	General Reserve (Refer Note (i) below)	Others	Foreign Currency Translation Reserve	Total
Profit for the year	-	-	6,200.88	-	-	-	-	-	6,200.88
Other comprehensive income for the year	-	-	(145.21)	-	-	-	-	-	(145.21)
Impact of loss of control of subsidiary	(151.46)	-	-	-	-	-	-	-	(151.46)
Final Dividend for the year 2022-23	-	-	(181.91)	-	-	-	-	-	(181.91)
Movement in Foreign Currency Translation Reserve	-	-	-	-	-	-	-	(533.78)	(533.78)
<b>Closing Balance as on March 31, 2024</b>	<b>152.64</b>	<b>4,291.19</b>	<b>54,758.66</b>	<b>375.00</b>	<b>367.32</b>	<b>18,102.14</b>	<b>26.18</b>	<b>4,322.87</b>	<b>82,396.00</b>

(i) **General Reserve** - General Reserve is created out of the profits earned by the Group by way of transfer from surplus in the Statement of Profit and Loss.

The Company can use this reserve for payment of dividend and issue fully paid-up bonus shares.

(ii) In accordance with Notification G.S.R. 404(E), dated 6 April 2016, remeasurement of defined benefit plans is recognised as part of retained earnings.

(iii) **Securities Premium** – Where the Group issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to “Securities Premium”. The Group may issue fully paid-up bonus shares to its members out of the Securities Premium and the Group can use this reserve for buy-back of shares.

(iv) **Capital Reserve** - Capital Reserve is created out of the profits earned by the Group by way of transfer of shares of the subsidiaries within the group. The Group can use this reserve for payment of dividend and issue fully paid-up bonus shares.

## 14 a. Distribution made and proposed

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Cash dividends on equity shares declared and paid:</b>		
Final dividend for the year ended March 31, 2023 : ₹ 1.2/- per share (31 March 2022: ₹3/- per share)	181.91	454.76
<b>Proposed dividends on Equity shares:</b>		
Proposed Dividend for the year ended March 31, 2024: ₹ 3/- per share Special Dividend Re.1/ share (March 31, 2023: ₹ 1.2/- per share)	606.35	181.91

Proposed Dividend of 3 per share and Re.1 special dividend on Equity shares are subject to the approval at the Annual General Meeting and are not recognised as a liability as at March 31, 2024.



# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## b. Net dividend remitted in foreign exchange

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Period to which it relates</b>	<b>2022-23</b>	<b>2021-22</b>
Number of non-resident shareholders	6.00	7.00
Number of equity shares of ₹ 10/- each held on which dividend was due	4.29	4.29
Dividend per share in ₹	1.20	3.00
Amount remitted (₹ Lakhs)	5.15	12.87

## 15 (a) Borrowings

### Financial Liabilities carried at amortised cost

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(a) Non-Current</b>		
Term loan from Banks	21,495.34	23,225.27
External Commercial Borrowing (ECB)	932.72	-
<b>Total</b>	<b>22,428.06</b>	<b>23,225.27</b>
Secured borrowings	19,876.80	20,646.80
Unsecured borrowings	2,551.26	2,578.47
<b>Refer Note 15A for details</b>		
<b>(b) Current (Secured)</b>		
Bank overdrafts	9,247.54	12,835.99
Working capital Loan from Banks	19,226.34	14,427.35
Packing Credit Foreign Currency (PCFC)	-	1,483.58
Current Maturities of Long term debt	5,832.28	2,930.12
<b>Total Current Borrowings</b>	<b>34,306.16</b>	<b>31,677.04</b>
Refer Note 15A for details		

### (b) Other Financial Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Non Current</b>		
Rental Deposit	109.20	108.51
Other financial liabilities	936.90	-
<b>Total</b>	<b>1,046.10</b>	<b>108.51</b>
<b>(ii) Current</b>		
Unpaid dividends	5.87	9.02
Interest accrued but not due	254.12	207.21
Capital creditors and other payables	444.31	1,213.80
Rental deposits	129.78	92.82
<b>Total</b>	<b>834.08</b>	<b>1,522.85</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 15 A Borrowings

### Financial Liabilities carried at amortised cost

Details of long- term borrowings are given below:

Particulars	As at March 31, 2024	As at March 31, 2023	Currency	Repayment Terms	Security
Term loan 1	2,790.42	3,719.79	₹	Loan obligation plus interest, is payable in 90 equal monthly installment in 78 and 30 monthly installments.	Solar Power Plant
Term loan 2	2,538.30	3,186.30	₹	Loan obligation plus interest, is payable in 46 equal monthly installments.	Unsecured
Term loan 3	215.27	298.60	₹	Loan obligation and interest is payable in 43 monthly installments	Solar Power Plant
Term loan 4	409.51	587.06	₹	Loan obligation and interest is payable in 34 balance monthly installments	Solar Power Plant
Term loan 6	3,555.00	3,554.78	₹	Loan obligation is payable at the end of two years	Mutual Funds
Term loan 7	1,500.00	1,500.00	₹	Loan obligation is payable at the end of two years	Mutual Funds
Term loan 8	2,072.75	-	₹	Loan obligation is payable in three tranches ending July 25	Unsecured
Term loan 9	478.51	786.76	₹	Loan obligation is payable in 20 monthly instalments	Unsecured
Term loan 10	3,237.53	3,571.60	₹	Loan obligation is payable in 66 equal monthly instalments.	Solar Power Plant
Term loan 11	1,366.67	1,682.05	₹	Loan obligation is payable in 66 equal monthly instalments.	Solar Power Plant
Term loan 12	4,679.68	5,499.19	₹	Loan obligation is payable in 60 equal monthly instalments.	Plant and Machinery
Term loan 13	1,293.92	690.80	₹	Loan obligation is payable in 111 equal monthly instalments.	Solar Power Plant
Term loan 14	2,582.77	-	₹	Loan obligation is payable in 108 equal monthly instalments.	Solar Power Plant
Term loan 15	1,540.01	-	₹	Loan obligation is payable in 108 equal monthly instalments.	Solar Power Plant
<b>Sub Total</b>	<b>28,260.34</b>	<b>25,076.93</b>			
<b>Less: Current Portion</b>	<b>5,832.28</b>				
<b>Non-Current Borrowings</b>	<b>22,428.06</b>				

The quarterly returns or statements, where applicable, of current assets filed by the Group with the banks are in agreement with the books of accounts.

The interest rate for long term borrowings obtained from various banks range from 8.15% to 9.35% p.a

Details of short- term borrowings are given below:

Particulars	As at March 31, 2024	As at 31 March 2023	Currency	Repayment Terms	Security
Bank overdrafts	9,247.54	12,835.99	₹	Repayable on demand	Fixed Deposits Mutual funds, Bonds, Debtors, Stock and Land And Building
Working capital demand loan	19,226.34	14,427.34	₹	Repayable on demand	Fixed Deposits Mutual funds, Bonds, Debtors, Stock and Land And Building
<b>Total Short term Borrowings</b>	<b>28,473.88</b>	<b>27,263.33</b>			

The interest rate for short term borrowings obtained from various banks average around 8.87% p.a

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 16 Other non-current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred AMC Income	-	18.19
<b>Total</b>	<b>-</b>	<b>18.19</b>

## 17 (A) Deferred tax asset

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Non-Current</b>		
MAT credit entitlement	90.24	172.20
<b>Total</b>	<b>90.24</b>	<b>172.20</b>

## 17 (B) Deferred tax liabilities (net)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Deferred tax liabilities</b>		
Impact on difference between tax, depreciation and amortisation charged for the financial reporting	(6,543.09)	(3,820.67)
	<b>(6,543.09)</b>	<b>(3,820.67)</b>
<b>Gross deferred tax liabilities</b>		
<b>Deferred tax assets</b>		
Carry forward business loss and unabsorbed depreciation	5,801.74	3,712.76
Gross deferred tax assets	5,801.74	3,712.76
<b>Total Deferred tax liabilities (net) *</b>	<b>(741.35)</b>	<b>(107.91)</b>

## 17 (C) Income Tax

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

### Consolidated Statement of Profit and Loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Current income tax:</b>		
Current income tax charge	218.76	133.89
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	448.63	4.17
<b>Total</b>	<b>667.39</b>	<b>138.06</b>

\*As at March 31, 2024, the Group has total eligible deferred tax asset of ₹5,801.74 Lakhs (including on account of business loss, unabsorbed depreciation and MAT Credit entitlement) as per Income Tax Returns filed/Income Tax workings. In this regard, based on estimated tax workings and the accounting policy followed by the Company for recognition of deferred tax assets on such losses/unabsorbed depreciation, the Company has recognised deferred tax asset to the extent of ₹5,801.74 Lakhs towards carried forward tax losses and unabsorbed depreciation to the extent of deferred tax liabilities.

## Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

**Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate is different for multiple entities as some have adopted for the new regime and some have continued in the earlier regime.**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Accounting Profit before Income tax (including other comprehensive income)</b>	<b>2,709.68</b>	<b>3,009.33</b>
Less: Depreciation and other allowances	1,840.55	2,477.39
<b>Book Profit for Tax Calculation**</b>	<b>869.13</b>	<b>531.94</b>
Normal tax rate under 115BAA	25.7%	25.7%
Tax rate under 115BBG	10%	10%
<b>Income tax expense reported in the Consolidated Statement of Profit and Loss</b>	<b>667.39</b>	<b>138.06</b>

\*\* During the current year, the group with the exception of foreign and loss making subsidiaries, is required to pay tax as per the provisions of Income Tax Act under the provisions of Section 115BAA of the Income Tax Act, 1961, tax applicable for computation of income under regular method in India and tax laws applicable in Singapore. Accordingly, the effective rate of tax has been considered as 25.7%. The manufacturing subsidiary has adopted the rate of 17.16% as per section 115BAB of the Income Tax act as amended.

### 18 Provisions

Particulars	March 31, 2024	March 31, 2023
<b>(i) Non- current</b>		
Provision for warranties (Refer Note below)	295.34	367.28
Provision for gratuity (Refer Note 31)	102.90	30.20
Provision for compensated absences	94.18	89.28
<b>Total</b>	<b>492.42</b>	<b>486.76</b>

Particulars	March 31, 2024	March 31, 2023
<b>(ii) Current</b>		
Provision for warranties (Refer Note below)	215.64	137.10
Provision for gratuity (Refer Note 31)	-	0.22
Provision for compensated absences	19.67	24.29
Provision for Income tax (net of advance tax)	437.13	106.35
<b>Total</b>	<b>672.44</b>	<b>267.96</b>
<b>Total Provisions [(i)+(ii)]</b>	<b>1,164.86</b>	<b>754.72</b>

**Note:**

Provision for warranties	March 31, 2024	March 31, 2023
At the beginning of the year	475.90	483.73
Additional provision recognised	117.03	0.92
Provision utilised	(81.95)	(8.75)
At the end of the year	510.98	475.90

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 19 Trade payables

Particulars	March 31, 2024	March 31, 2023
<b>Trade payables</b>		
(A) Total outstanding dues of micro enterprises and small enterprises (Refer note below regarding dues to micro, small and medium enterprises)	576.15	496.17
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- to others	8,533.65	7,625.02
- to related parties (Refer Note 33)	18.51	15.13
<b>Total</b>	<b>9,128.31</b>	<b>8,136.32</b>

There is no overdue amount payable to Micro, Small and Medium Enterprises as defined under "The Micro Small and Medium Enterprises Development Act, 2006" and further, the Company has not paid any interest to any Micro, Small and Medium Enterprises during the year other than as disclosed below: Further there are nil Disputed MSME or Vendor dues and no dues more than 3 years.

As at March 31, 2024	<1 year	1-2 years	2-3 years	> 3years	Total
(i) MSME	576.15	-	-	-	576.15
(ii) Others	7,853.98	303.77	394.40	-	8,552.16

As at March 31, 2023	<1 year	1-2 years	2-3 years	> 3years	Total
(i) MSME	496.17	-	-	-	496.17
(ii) Others	6,259.46	1,301.1	79.59	-	7,640.15

### Note:

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	March 31, 2024	March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	573.44	494.57
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	2.71	1.61
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	0.23	1.61
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	2.71	1.61
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	2.48	1.61

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 20 Other current liabilities

Particulars	March 31, 2024	March 31, 2023
Statutory dues payable	79.06	487.35
Advance from customers	1,520.09	1,843.20
Deferred Income	9,004.44	167.40
<b>Total</b>	<b>10,603.59</b>	<b>2,497.95</b>

## 21 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Revenue from operations</b>		
a) <b>Sale of products</b>		
Manufactured goods		
Solar Photovoltaic Panels	4,977.23	1,135.68
Solar Power Generating Systems and accessories	8,421.40	13,614.93
Stock in Trade	312.57	652.36
b) <b>Sale of services</b>		
Annual Maintenance Contracts	313.20	320.68
c) <b>Sale of power</b>	9,177.13	7,416.33
<b>Other operating revenue</b>		
d) Scrap Sales	76.14	104.76
e) Rental Income	547.92	467.95
f) Renewable Energy Certificate Income (net)	452.67	488.66
g) Export and other benefits	-	368.80
<b>Total</b>	<b>24,278.26</b>	<b>24,570.14</b>

### 21.1 Disaggregation of the revenue information

The tables below presents disaggregated revenues from contracts with customers for the year ended March 31, 2024 by offerings. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

#### (i) Sale of Products comprises the following:-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Manufactured goods</b>		
Solar Photovoltaic Panels	4,977.23	1,135.68
Solar Power Generating Systems and accessories including installation	8,421.40	13,614.93
Stock-in-trade	312.57	652.36
<b>Total</b>	<b>13,711.20</b>	<b>15,402.96</b>

#### (ii) Sale of Services comprises the following:-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Annual Maintenance Contracts	313.20	320.68
<b>Total</b>	<b>313.20</b>	<b>320.68</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (iii) Other operating revenue comprises the following:-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Scrap Sales	76.14	104.76
Rental Income	547.92	467.95
Renewable Energy Certificate Income (net)	452.67	488.66
Export and other Benefits	-	368.80
<b>Total</b>	<b>1,076.73</b>	<b>1,430.17</b>

No other single customers contributed 10% or more to the Group's revenue during the financial years 2023-24 other than Shanti Renewable Energy Private Limited (10.91%) (FY 2022-23 - Nil)

## Revenue by Geography (Revenue from Operations)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
India	24,278.26	24,570.14
Outside India	-	-
<b>Total</b>	<b>24,278.26</b>	<b>24,570.14</b>

## 21.2 Trade Receivables and Contract Balances

The Group classifies the right to consideration in exchange for deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognised as and when the related goods are delivered to the customer.

Trade receivables are presented net of impairment in the Balance Sheet.

Contract liabilities include payments received in advance of performance under the contract, and are realised with the associated revenue recognised under the contract.

## 21.3 Performance Obligations and remaining performance obligations

The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS-115, the Company has not disclosed information about remaining performance obligations in contracts, where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

## 22 Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Dividend Income on equity investments carried at cost	-	5.29
b) Gain on sale of investments (net)	427.88	546.74
c) Gain on investments carried at fair value through Profit and Loss	1,501.87	684.24
d) Interest income on financial assets carried at amortised cost	1,322.05	1,039.95
e) Profit on sale of Property, plant and equipment	-	0.50
f) Provision no longer required written back (Net)	400.00	130.63
g) Other non-operating income	3.04	1.29
	<b>3,654.84</b>	<b>2,408.64</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 23 Cost of raw material and components consumed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Inventories at the beginning of the year	8,449.33	6,285.85
Add: Purchases	17,042.06	9,040.82
	25,491.39	15,326.67
Less: Inventories at the end of the year	11,701.15	8,449.33
<b>Total</b>	<b>13,790.24</b>	<b>6,877.34</b>

## 23 A Purchase of Stock-in Trade

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchases of stock in trade	356.68	621.28
<b>Total</b>	<b>356.68</b>	<b>621.28</b>

## 24 Decrease / (Increase) in Inventories of work-in-progress, traded goods and finished goods

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Work-in-progress	968.41	216.85
Finished goods	7,005.73	4,429.74
<b>Total</b>	<b>(6,037.32)</b>	<b>4,646.59</b>

## 25 Employee benefits expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	1,793.63	1,365.68
Contribution to provident and other funds	92.40	69.88
Gratuity expense (Refer note 31)	32.94	38.70
Staff welfare expenses	114.59	60.88
<b>Total</b>	<b>2,033.56</b>	<b>1,535.15</b>

## 26 Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on borrowings	4,858.28	2,829.04
Interest on lease liabilities	22.76	12.19
Bank and other charges	214.61	125.23
<b>Total</b>	<b>5,095.65</b>	<b>2,966.46</b>



# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 27 Depreciation and amortisation expense

Depreciation and amortisation expense	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment	3,325.86	1,778.54
Depreciation of right of use assets	10.56	194.75
Depreciation of Investment Property	125.27	117.84
Amortisation of Other Intangible assets	721.60	541.21
<b>Total</b>	<b>4,183.29</b>	<b>2,632.34</b>

\* Include loss on retirement of Property, Plant and Equipment of ₹ 884.97 in FY 22-23

## 28 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Subcontracting expenses	1,473.43	1,603.13
Consumption of stores and spares	10.26	10.35
Power and fuel	189.94	32.59
Wheeling charges	1,039.06	731.68
Freight and forwarding charges	172.95	144.66
Rent	70.27	48.46
Rates and taxes	108.74	81.14
Insurance	82.10	127.99
Repairs and maintenance		
- Plant & Machinery	316.05	113.19
- Buildings	47.16	25.29
- Others	224.15	154.17
Corporate Social Responsibility (Refer Note (i) below)	38.11	45.38
Sales promotion	102.77	68.50
Advertisement	80.43	16.68
Security charges	176.85	132.27
Travelling and conveyance	273.11	206.94
Communication costs	47.41	45.89
Printing and stationery	23.46	18.46
Exchange differences (net)	226.39	464.37
Legal and professional fees	515.35	331.82
Payment to auditor (Refer Note (ii) below)	60.11	57.80
Liquidated damages	5.90	28.76
Provision for doubtful/trade/other receivables	100.00	-
Provision for warranties (net of reversals)(Refer Note 18)	6.13	-
Directors' sitting fees	18.20	12.00
Miscellaneous expenses	329.11	206.85
<b>Total</b>	<b>5,737.44</b>	<b>4,708.36</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## (i) Corporate Social Responsibility

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Amount required to be spent by the company during the year	38.11	45.38
(ii) Amount spent during the year	38.11	45.38
(iii) Nature of CSR activities	As detailed in the CSR report	As detailed in the CSR report
(iv) Details of related party transactions	-	-
(v) Where the provision is made with respect to a liability incurred by entering into a contractual obligation the movement in provision	NA	NA

In pursuance of Section 135 of the Companies Act, 2013, the Group has spent towards various activities as enumerated in the CSR Policy of the Group, which covers promoting education, providing drinking water, promoting health and preventive health care to underprivileged people.

## (ii) Payment to auditor

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Audit fee	41.34	39.52
Limited review	13.03	10.80
Tax Audit Fee	2.95	2.95
Certification	1.18	4.13
Reimbursement of expenses	1.61	0.40
	<b>60.11</b>	<b>57.80</b>

The above fee is inclusive of GST wherever applicable

## 29 Earnings price per equity share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit attributable to equity shareholders of the Group (A)	6,309.96	642.11
Weighted average number of Equity shares for basic and diluted EPS (B)	1,51,58,760	1,51,58,760
Basic Earnings per equity share (A/B) from continuing and discontinued operations	41.62	4.24
Diluted Earnings per equity share (A/B) from continuing and discontinued operations	41.62	4.24
<b>Earnings per equity share (A/B) from continuing operations</b>		
Basic	35.33	18.82
Diluted	35.33	18.82
<b>Earnings per equity share (A/B) from discontinued operations</b>		
Basic	6.29	(14.59)
Diluted	6.29	(14.59)

\* The weighted average number of shares takes into account the weighted average effect of changes in equity share transactions during the year. There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 30 A Defined Contribution Plan

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits. The Group provides benefits such as provident fund plans to its employees which are treated as defined contribution plans.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employer's Contribution to Provident Fund and other funds	92.40	69.88

## 31 Defined Benefits Plan

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Scheme is funded with an Insurance Company in the form of a qualifying insurance policy.

Particulars	Gratuity Plan (funded)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Reconciliation of opening and closing balances of obligation</b>		
Defined Benefit obligation as at the beginning of the year	354.76	379.77
Current Service Cost	29.83	48.75
Interest Cost	15.86	25.10
Actuarial loss	65.54	(23.27)
Benefits paid	(14.53)	(75.59)
Other adjustments	(124.11)	-
<b>Defined Benefit obligation as at the end of the year</b>	<b>327.35</b>	<b>354.76</b>
<b>Reconciliation of opening and closing balances of fair value of plan assets</b>		
Fair value of plan assets as at the beginning of the year	252.43	225.22
Expected return on plan assets	14.34	22.26
Actuarial gain / loss	(1.06)	(0.75)
Employer's contribution	22.75	81.29
Benefits paid	(14.53)	(75.59)
Other adjustments	(51.78)	-
<b>Fair value of plan assets as at the end of the year</b>	<b>222.15</b>	<b>252.43</b>
<b>Reconciliation of fair value of assets and obligations</b>		
Fair value of plan assets	222.15	252.43
Present value of obligation	327.35	354.76
Net Obligation disclosed as:		
- Current	-	0.22
- Non - Current	102.90	30.20
<b>Recognised in profit or loss:</b>		
Current Service Cost	29.83	48.75
Interest Cost	1.52	2.84
<b>Recognised in other comprehensive income:</b>		
Actuarial (loss) / gain on discontinued operation	(63.88)	24.16
Actuarial loss / (gain) on discontinued operation	(81.33)	
<b>Net Cost</b>	<b>176.56</b>	<b>27.43</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 31 The major categories of plan assets of the fair value of the total plan assets are as follows:

Particulars	Gratuity plan	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Investments details:</b>		
Fund with LIC	222.15	242.65
<b>Total</b>	<b>222.15</b>	<b>242.65</b>

The principal assumptions used in determining gratuity for the Group's plans are shown below:

Particulars	Gratuity plan	
	2023-24	2022-23
Discount rate:	7.20%	7.43%
Future salary increases:	9.50%	6.67%
Expected Return on Plan Assets	6.83%	6.83%
Employee turnover	8%	8.00%
Contribution Expected to be paid during the next year	30.00	30.00

## 32 A quantitative sensitivity analysis for significant assumptions as at March 31, 2024 is as shown below:

Gratuity plan:

Assumptions - Sensitivity Level	For the year ended March 31, 2024			
	Sensitivity Level		Impact on defined benefit obligation	
	1% increase	1% decrease	Amount	Amount
Discount rate:	8.69%	10.11%	303.86	355.17
Future salary increases:	9.49%	8.41%	352.49	305.33

Assumptions - Sensitivity Level	For the year ended March 31, 2023			
	Sensitivity Level		Impact on defined benefit obligation	
	1% increase	1% decrease	Amount	Amount
Discount rate	7.45%	8.51%	331.30	381.30
Future salary increases	8.48%	7.56%	381.25	330.92

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The average duration of the defined benefit plan obligation at the end of the reporting period is 7.70 years (March 31, 2023: 7.89 years).

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 33 Related party transactions

### Names of Related parties

Key Management Personnel (KMP)	Mr. R. Chellappan - Managing Director
	Mr. A.Balan - Joint Managing Director
	Mr. V.C.Raghunath - Whole Time Director
	Mrs. V.C.Mirunalini - Whole Time Director
	Mr. K.V. Nachiappan Whole Time Director
	Ms. Jayashree Nachiappan - Non Executive Director
	Mr. Wong Yuk Hung- Director
	Mr. G.S.Samuel - Independent Director
	Mr. S.Annadurai - Independent Director
	Mr. S.Krishnan - Independent Director
	Dr. M. Ravi- Independent Director
	Dr. S.Iniyan - Independent Director
	Ms. Nikhila R - Chief Financial Officer
	Mr. R. Sathishkumar - Company Secretary
	Ms. Swetha.R- Company Secretary
Relatives of Key Management Personnel	Mrs. Gunasundari Chellappan
	Mrs. Aarthi Balan
	Ms. Preetha Balan
	Ms. Vasantha Balan
	Mr. K. N. Rishii Nandhan
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	SWELECT Electronics Private Limited
Entity in which the Company has control	SWEES Employees Welfare Trust

### Terms and conditions of transactions with Related parties:

The transactions with related parties are made on terms equivalent to those that prevail at arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2024, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2023: Nil). This assessment is undertaken at the end each financial year through examining the financial position of the related parties and the market in which the related parties operate.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 33 Related party transactions

Particulars	Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	<b>Sale of goods</b>	<b>1.73</b>	<b>10.09</b>	-	-	-	-	<b>1.73</b>
- Mr. R. Chellappan	1.68	0.89	-	-	-	-	1.68	0.89
- Mr. A.Balan	-	2.91	-	-	-	-	-	2.91
- Mr. K.V. Nachiappan	0.05	6.29	-	-	-	-	0.05	6.29
<b>Rent expense</b>	<b>0.69</b>	<b>2.68</b>	-	-	<b>1.89</b>	<b>1.84</b>	<b>2.58</b>	<b>4.52</b>
- Mr. R. Chellappan	0.69	2.68	-	-	-	-	0.69	2.68
- SWELECT Electronics Private Limited	-	-	-	-	1.89	1.84	1.89	1.84
<b>Sitting fees</b>	<b>18.20</b>	<b>12.00</b>	-	-	-	-	<b>18.20</b>	<b>12.00</b>
- Mr. G.S.Samuel	3.70	2.50	-	-	-	-	3.70	2.50
- Mr. S.Annadurai	3.55	2.75	-	-	-	-	3.55	2.75
- Mr. S.Krishnan	2.25	1.75	-	-	-	-	2.25	1.75
- Mr. S.Iniyan	2.50	2.00	-	-	-	-	2.50	2.00
- Ms. Jayashree Nachiappan	3.70	2.75	-	-	-	-	3.70	2.75
- Mr.M.Ravi	2.50	0.25	-	-	-	-	2.50	0.25
<b>Remuneration</b>	<b>244.27</b>	<b>197.49</b>	<b>35.90</b>	<b>13.30</b>	-	-	<b>280.17</b>	<b>210.79</b>
- Mr. R. Chellappan	72.53	55.62	-	-	-	-	72.53	55.62
- Mr. A.Balan	40.58	40.65	-	-	-	-	40.58	40.65
- Mr. K.V. Nachiappan	33.63	33.43	-	-	-	-	33.63	33.43
- Mr. V.C.Raghunath	22.86	14.50	-	-	-	-	22.98	14.50
- Ms V.C.Mirunalini	21.73	11.80	-	-	-	-	21.55	11.80
- Mr. Wong Yuk Hung	7.39	6.88	-	-	-	-	7.39	6.88
- Mr. R.Sathishkumar	17.13	14.47	-	-	-	-	17.13	14.47
- Ms. Nikhila R	20.76	15.67	-	-	-	-	20.76	15.67
- Ms. R.Swetha	7.66	4.46	-	-	-	-	7.66	4.46
- Ms Aarthi Balan	-	-	24.07	13.30	-	-	24.07	13.30
- Ms Preetha Balan	-	-	11.83	-	-	-	11.83	-

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by Key Management Personnel or their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	<b>Consultancy Charges</b>	-	-	<b>9.17</b>	<b>8.10</b>	-	-	<b>9.17</b>
- Ms Preetha Balan			9.17	8.10			9.17	8.10
<b>Commission</b>	<b>28.07</b>	<b>6.07</b>	-	-	-	-	<b>28.07</b>	<b>6.07</b>
- Mr. R. Chellappan	16.51	4.05	-	-	-	-	16.51	4.05
- Mr. A.Balan	4.13	1.01	-	-	-	-	4.13	1.01
- Mr. K.V. Nachiappan	4.13	1.01	-	-	-	-	4.13	1.01
- Mr. V.C.Raghunath	1.65						1.65	-
- Ms V.C.Mirunalini	1.65						1.65	-
<b>Dividends paid</b>	<b>147.77</b>	<b>244.92</b>	<b>3.71</b>	<b>6.14</b>	<b>3.19</b>	<b>5.29</b>	<b>154.68</b>	<b>256.35</b>
- Mr. R Chellappan	133.90	221.94	-	-	-	-	133.90	221.94
- Mr. A.Balan	8.50	14.08	-	-	-	-	8.50	14.08
- Mr. K.V. Nachiappan	2.99	4.96	-	-	-	-	2.99	4.96
- Mr. V.C.Raghunath	1.06	1.76	-	-	-	-	1.06	1.76
- Ms V.C.Mirunalini	1.29	2.13	-	-	-	-	1.29	2.13
- Ms. Gunasundari Chellappan	-	-	2.23	3.69	-	-	2.23	3.69
- Ms. Aarthi Balan	-	-	0.45	0.74	-	-	0.45	0.74
- Ms. Preetha Balan	-	-	0.44	0.73	-	-	0.44	0.73
- Ms. Vasantha Balan	-	-	0.31	0.51	-	-	0.31	0.51
- Mr. Rishii Nandhan	-	-	0.28	0.46	-	-	0.28	0.46
- Others	0.03	0.05	0.01	0.01	3.19	5.29	3.23	5.35

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 33 Related party transactions

Particulars	Key Management Personnel or their relatives		Enterprises owned or significantly influenced by Key Management Personnel or their relatives	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>Balance outstanding as at the year end:</b>				
<b>Trade payables</b>	<b>18.32</b>	<b>15.14</b>	<b>0.17</b>	-
-- Mr. R.Chellappan	10.07	6.34	-	-
-- Mr. A.Balan	3.15	4.29	-	-
-- Mr. K.V. Nachiappan	2.84	4.32	-	-
-- Ms.V.C.Mirunalini	1.14	0.19	-	-
-- Ms. V.C.Raghunath	1.12	-	-	-
-- SWELECT Electronics Private Limited			0.17	

Remuneration and other benefits pertain to short term employee benefits as the gratuity and compensated absences are determined for all the employees in aggregate, the cost employment benefits and other long term benefits relating to Key management personnel cannot be ascertained individually.

The remuneration payable to KMP is determined by the Nomination and Remuneration Committee having regard to the performance to the individuals and market trends.

## 34 Goodwill

### Goodwill

<b>Cost</b>	
<b>At April 1, 2022</b>	<b>789.74</b>
Recognised on acquisition of a subsidiary	-
Derecognised on disposal of a subsidiary	-
<b>At March 31, 2023</b>	<b>789.74</b>
Recognised on acquisition of a subsidiary	-
Derecognised on disposal of a subsidiary	455.04
<b>At March 31, 2024</b>	<b>334.70</b>

The Group had acquired 100% equity share stake in Amex Alloys Private Limited for a consideration of ₹995.00 lakhs on 14 November 2011.

The excess purchase consideration paid over the net asset taken over to the extent of ₹ 455.04 lakhs was recognised as Goodwill in the earlier years and the same is derecognised on sale of the investment in Amex Alloys Private Limited.

Goodwill on consolidation represents the excess purchase consideration paid over net asset value of acquired subsidiaries on the date of such acquisition. Such Goodwill is tested for impairment annually or more frequently, if there are indicators for impairment. The Management does not foresee any risk of impairment on the carrying value of Goodwill as at March 31, 2024.

Goodwill on consolidation as at March 31, 2024 stood at ₹ 334.70 Lakhs (previous year 31 March 2023 : ₹ 789.74 Lakhs). Significant acquisitions over the years which resulted in Goodwill were Noel Media & Advertising Private Limited, K J Solar Systems Private Limited and SWELECT Green Energy Solutions Private Limited and the details of the same are given below:

- The Group's wholly owned subsidiary SWELECT Solar Energy Private Limited acquired 76% equity share stake in BS Powertech Solutions Private Limited for a consideration of ₹ 150.00 Lakhs on January 25, 2012. The excess purchase consideration paid over the net asset taken over to the extent of ₹ 150.02 Lakhs was recognised as Goodwill. The balance 24% equity share stake was acquired on December 11, 2013 for a consideration of ₹ 157.89 Lakhs. Consequently, BS Powertech Solutions Private Limited became a 100% subsidiary of the Group. The excess purchase consideration paid over the net assets taken over to the extent of ₹ 167.07 Lakhs is recognised as Goodwill.



# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

The Group acquired 100% share of Noel Media & Advertising Private Limited on 2 April 2015 for a consideration of ₹2.11 Lakhs and the excess purchase consideration paid over the net assets taken over to the extent of ₹ 1.71 Lakhs is recognised as Goodwill.

In the year 2016, the Group had entered into a Scheme of Amalgamation between Noel Media & Advertising Private Limited, a step down subsidiary of the Group and its step down subsidiary BS Powertech Solutions Private Limited. This was approved by Hon'ble High Court of Madras vide its order dated January 8, 2016, with retrospective effect from April 1, 2012.

- b. The Group acquired 100% equity share stake in SWELECT Green Energy Solutions Private Limited for a consideration of ₹70.00 Lakhs on 11 November 2013. The excess purchase consideration paid over the net assets taken over to the extent of ₹ 0.56 Lakhs is recognised as Goodwill.
- c. The Group's wholly owned subsidiary SWELECT Solar Energy Private Limited acquired 100% equity share stake in K J Solar Systems Private Limited for a consideration of ₹ 25 Lakhs on 18 February 2016. The excess purchase consideration paid over the net asset taken over to the extent of ₹ 15 Lakhs was recognised as Goodwill.
- d. The Group acquired 100% equity share stake in SWELECT Power Systems Private Limited for a consideration of ₹ 1 lakh on April 11, 2016. The excess purchase consideration paid over the net asset taken over to the extent of ₹ 0.34 Lakhs was recognised as goodwill.
- e. The Group has sold 100% equity share stake in SWELECT HHV Solar Photovoltaics Private Limited for a consideration of ₹ 20 Crores on December 26, 2022. The excess purchase consideration paid over the net asset taken over to the extent of ₹ 19.90 Crores was recorded as capital reserve being a common control transaction

For the purpose of impairment testing, Goodwill acquired in a business combination is allocated to the cash generating units (CGU) or group of CGU's, which benefit from the synergies of the acquisition. The chief operating decision maker reviews the Goodwill for any impairment at the individual subsidiary level.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. The fair value of a CGU is determined based on the market capitalisation. The value-in-use is determined based on specific calculations. These calculations use pre-tax cash flow projections for a CGU / groups of CGU's over a period of five years. An average of the range of each assumption used is mentioned below. As of March 31, 2024 and 31 March 2023, the estimated recoverable amount of the CGU exceeded its carrying amount. The recoverable amount was computed based on the fair value less cost to sell being higher than value-in-use. The carrying amount of the CGU was computed by allocating the net assets to operating segments for the purpose of impairment testing.

## 35 Contingent liabilities and Commitments:

### (a) Contingencies

The details of claims against the Group not acknowledged as debts are given below:

Particulars	March 31, 2024	March 31, 2023
a) GST Related matters*	24.19	-
b) Excise related matters ##	671.95	671.95
b) Sales tax related matters **	25.77	60.10
d) Income tax related matters #	1,816.74	2,812.39
<b>Total</b>	<b>2,538.65</b>	<b>3,694.08</b>

\* ₹2.19 Lakh deposited in the current year

\*\* ₹ 6.97 Lakhs deposited under dispute in the earlier years

# ₹ 140.76 Lakhs deposited under dispute in the earlier years

## ₹65.68 Lakhs deposited under dispute in the earlier years

Future cash outflows in respect of matters considered disputed are determinable only on receipt of judgments / decisions pending at various forums/authorities. The Management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognised in the financial statements.

The Group's pending litigations comprise of proceedings pending with tax authorities. The Group has reviewed all the proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Management Assessment:

The amount shown under Contingent Liabilities and disputed claims represent the best possible estimates arrived at on the basis of available information. Further, various Government authorities raise issues/clarifications in the normal course of business and the Group has provided its responses to the same and no formal demands/claims has been made by the authorities in respect of the same other than those pending before various judicial/regulatory forums as disclosed above. The uncertainties and possible reimbursement in respect of the above are dependent on the outcome of the various legal proceedings which have been initiated by the Group or the Claimants, as the case may be and, therefore, cannot be predicted accurately. The Group expects a favourable decision with respect to the above disputed demands/claims based on professional advice and hence, no specific provision for the same has been made.

## (b) Commitments:

- (i) The estimated amount of contracts remaining to be executed on capital account and not provided for is ₹23.67 Lakhs (March 31, 2023: ₹497.60 Lakhs)

Particulars	March 31, 2024	March 31, 2023
(i) The estimated amount of contracts remaining to be executed on capital account and not provided for	10.91	60.01
(ii) Bank guarantees issued to various parties	2,464.18	790.87
(iii) Investments given as security for loans availed by Other company (Amex Alloys Private Limited)	2,460.00	

## 36 Financial Instruments

### Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

### Financial instruments by category

	March 31, 2024			March 31, 2023		
	FVTPL	Amortised Cost	Total	FVTPL	Amortised Cost	Total
<b>Financial assets</b>						
Investment in equity instruments	30.00	-	30.00	30.35	-	30.35
Investments	27,450.51	-	27,450.51	27,948.36	500.00	28,448.36
Trade receivables	-	5,210.67	5,210.67	-	6,697.29	6,697.29
Cash and cash equivalents	-	23,463.41	23,463.41	-	19,647.91	19,647.91
Security deposits	-	1,933.00	1,933.00	-	1,160.00	1,160.00
Deposits with banks	-	2,592.01	2,592.01	-	3,356.82	3,356.82
Loans given	-	899.65	899.65	-	-	-
Other Current Financial assets	-	461.73	461.73	-	610.97	610.97
Interest accrued on fixed deposits	-	309.28	309.28	-	217.98	217.98
Advance to employees	-	2.52	2.52	-	35.28	35.28
Assets held for sale	1426.27	-	-	-	-	-
<b>Total financial assets</b>	<b>27,480.51</b>	<b>34,872.27</b>	<b>63,779.05</b>	<b>27,978.71</b>	<b>32,226.25</b>	<b>60,204.96</b>
<b>Financial liabilities</b>						
Borrowings - Term loans	-	27,327.62	27,327.62	-	26,155.39	26,155.39
Borrowings - Others	-	28,473.86	28,473.86	-	28,746.92	28,746.92
Interest accrued	-	254.12	254.12	-	207.21	207.21
Trade Payables	-	9,128.31	9,128.31	-	8,136.32	8,136.32
Capital Creditors	-	444.31	444.31	-	1,213.80	1,213.80
Unpaid Dividend	-	5.87	5.87	-	9.02	9.02
Rental Deposit	-	238.98	238.98	-	201.33	201.33
External Commercial Borrowing (ECB)	-	932.74	932.74	-	-	-
Lease liability	-	165.61	165.61	-	115.03	115.03
Other Financial liabilities	936.90	936.90	936.90	-	-	-
<b>Total financial liabilities</b>	<b>-</b>	<b>67,908.32</b>	<b>67,908.32</b>	<b>-</b>	<b>64,785.02</b>	<b>64,785.02</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

### (a) Financial assets and liabilities valued at fair value

	As at March 31, 2024			As at March 31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Asset held for sale	-	-	1426.27	-	-	-
<b>Financial Assets</b>						
Investment in equity instruments	-	-	30.00	-	-	30.35
Other Investments	27,450.51	-	-	27,948.36	-	-
	<b>27,450.51</b>	<b>-</b>	<b>30.00</b>	<b>27,948.36</b>	<b>-</b>	<b>30.35</b>

### (b) Financial assets and liabilities measured at amortised cost

The Group has not disclosed fair values of financial instruments such as trade receivables and related cash and cash equivalents, other bank balances, Security deposits, Loans and advances to related parties, Lease rental receivables, Interest accrued on Fixed deposits, certain advances to employees, trade payables and employee benefit payables (that are short term in nature), because their carrying amounts are reasonable approximations of their fair values.

### (c) Offsetting

The Group has not offset any financial assets and financial liabilities as at March 31, 2024 and March 31, 2023.

## 36 A Critical accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, accompanying disclosures, and disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities effected in future periods.

### Judgements

In the process of applying the Group's accounting policies, Management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated Ind AS financial statements:

#### Service concession arrangements

The Group has assessed applicability of Appendix C of Ind AS 115: Service Concession Arrangements to power distribution arrangements entered into by the Group. In assessing the applicability, Management has exercised significant judgment in relation to the underlying ownership of the assets, terms of the power distribution arrangements entered with the grantor, ability to determine prices, value of construction service, assessment of right to guaranteed cash etc.

#### Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

## Taxes

Significant management judgement is required to determine the amount of deferred tax assets (including MAT credit) that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

## Allowance for uncollectible trade receivables

Trade receivables, generally, do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the aging of the receivable balances and historical experiences. Individual trade receivables are written off when Management deems them not collectible. The Group has evaluated the receivable balances and has made allowances for the estimated irrecoverable amounts and no further allowance/write-off is expected on the receivables by the Group.

## Warranties

Provision for warranties involves a significant amount of estimation. The provision is based on the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The best estimate is determined based on the Group's past experience of warranty claims and future expectations. These estimates are revised periodically.

## Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period."

## Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

## Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment leave encashment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about defined benefit obligations are given in Note 31.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 36 B Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA had not notified any new standards or amendments to the existing standards applicable to the Company.

## 37 Additional disclosure requirement under Section 129 of the Companies Act, 2013.

Name of the entity	Net Assets		Share in Profit or Loss		Share in Other comprehensive income		Share in Total comprehensive income	
	As a % of the consolidated net assets	Amount	As a % of the consolidated profit/loss	Amount	As a % of the consolidated other comprehensive income	Amount	As a % of the consolidated Total comprehensive income	Amount
<b>Parent</b>								
Swelect Energy Systems Limited	70.63%	78,425.77	95.85%	5,130.05	100.00%	(61.75)	95.80%	5,068.30
<b>Subsidiaries</b>								
<b>Foreign</b>								
Swelect Energy Systems Pte. Limited, Singapore	12.55%	13,939.16	-0.52%	(27.85)			-0.53%	(27.85)
SWELECT Inc, USA	0.17%	183.50	-0.12%	(6.17)			-0.12%	(6.17)
Indian							0.00%	-
Swelect Solar Energy Private Limited	0.26%	289.08	-0.27%	(14.37)			-0.27%	(14.37)
Noel Media & Advertising Private Limited	0.19%	214.93	0.10%	5.17			0.10%	5.17
Swelect Green Energy Solutions Private Limited	5.73%	6,360.76	4.45%	238.21			4.50%	238.21
K J Solar Systems Private Limited	0.48%	535.72	1.18%	62.91			1.19%	62.91
Swelect Power Systems Private Limited	3.45%	3,829.83	0.82%	43.79			0.83%	43.79
SWEES Employees Welfare Trust	0.38%	427.24	0.39%	20.69			0.39%	20.69
Swelect Sun Energy Private Limited	2.56%	2,839.09	4.12%	220.28			4.16%	220.28
Swelect HHV Solar Photovoltaics Private Limited	-0.66%	(737.16)	-10.20%	(545.72)		-	-10.31%	(545.72)
Swelect Renewable Energy Systems Limited	1.83%	2,029.79	0.72%	38.63			0.73%	38.63
Swelect RE Power Private Limited	0.79%	881.73	1.10%	59.13			1.12%	59.13
Swelect Taiyo Energy Private Limited	1.14%	1,267.30	1.52%	81.23			1.54%	81.23
Swelect Clean Energy Private Limited	0.49%	548.53	0.89%	47.53			0.90%	47.53

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Name of the entity	Net Assets		Share in Profit or Loss		Share in Other comprehensive income		Share in Total comprehensive income	
	As a % of the consolidated net assets	Amount	As a % of the consolidated profit/loss	Amount	As a % of the consolidated other comprehensive income	Amount	As a % of the consolidated Total comprehensive income	Amount
ESG Solar Energy Private Limited	0.00%	0.52	-0.01%	(0.48)			-0.01%	(0.48)
Swelect Sustainable Energy Private Limited	0.00%	0.34	-0.01%	(0.66)			-0.01%	(0.66)
		<b>1,11,036.13</b>		<b>5,352.37</b>		<b>(61.75)</b>		<b>5,290.62</b>
Less : Inter-Group eliminations and discontinued operations		(27,124.25)		957.59				340.35
<b>Total</b>		<b>83,911.88</b>		<b>6,309.96</b>		<b>(61.75)</b>		<b>5,630.97</b>

## 38 Directors' remuneration

Particulars	March 31, 2024	March 31, 2023
Salaries	198.72	162.88
Commission	28.07	6.07
	<b>226.79</b>	<b>168.95</b>

## 39 Segment Information

For Management purposes, the Group is organised into business units based on its products and services into a single reportable segment, i.e

### a) Solar and Solar Related Activities

The Executive Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Also, the Group's financing (including finance income) and income taxes are managed on a Group basis and are not allocated to operating segments. Transfer prices between operating segments are at arm's length basis in a manner similar to transactions with third parties.

Particulars	2023-24	2022-23
<b>SEGMENT REVENUE:</b>		
Solar Energy Systems / Services	24,278.26	24,570.14
<b>Total Revenue from Operations</b>	<b>24,278.26</b>	<b>24,570.14</b>
<b>SEGMENT RESULTS:</b>		
Solar Energy Systems / Services	7,464.03	3,549.08
<b>Total Segment Results</b>	<b>7,464.03</b>	<b>3,549.08</b>
<b>Add/(Less) :</b>		
Other Income	3,654.84	2,408.64
Interest and other financial charges	(5,095.65)	(2,966.46)
<b>Profit before tax</b>	<b>6,023.22</b>	<b>2,991.26</b>
Net Profit/(Loss) from discontinued operations	954.13	(2,211.09)
Income Taxes	(667.39)	(138.06)
<b>Profit After Tax</b>	<b>6,309.96</b>	<b>642.11</b>
<b>SEGMENT ASSETS:</b>		
Solar Energy Systems / Services	1,04,783.13	80,508.30
Unallocable#	61,413.33	57,551.25
<b>Total</b>	<b>1,66,196.46</b>	<b>1,38,059.55</b>

# Notes to Consolidated Financial Statements

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(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	2023-24	2022-23
<b>SEGMENT LIABILITIES:</b>		
Solar Energy Systems / Services	22,942.55	11,387.05
Unallocable#	57,475.57	55,182.42
<b>Total</b>	<b>80,418.12</b>	<b>66,569.47</b>
<b>SEGMENT CAPITAL EMPLOYED:</b>		
<b>(SEGMENT ASSETS-SEGMENT LIABILITIES)</b>		
Solar Energy Systems / Services	81,840.58	69,121.25
Unallocable #	3,937.76	2,368.83
<b>Total</b>	<b>85,778.34</b>	<b>71,490.08</b>
# Unallocable assets and liabilities include all tax assets and liabilities (including deferred tax) and such balances, being Investments, Investment Property, Cash and Bank balances and borrowings, which are used interchangeably between segments/unallocable.		
<b>DEPRECIATION AND AMORTISATION EXPENSE</b>		
Solar Energy Systems / Services	4,183.29	2,632.34
<b>Total</b>	<b>4,183.29</b>	<b>2,632.34</b>
<b>NON CASH EXPENSE OTHER THAN DEPRECIATION AND AMORTISATION</b>		
Solar Energy Systems / Services	332.52	464.37
<b>Total</b>	<b>332.52</b>	<b>464.37</b>

The details in respect of the Key Geographical areas in which the Group has operations are given below:

Particulars	2023-24	2022-23
<b>Revenue from operations</b>		
India	24,278.26	24,570.14
<b>Total</b>	<b>24,278.26</b>	<b>24,570.14</b>
<b>Non-current assets</b>		
India	74,216.10	69,124.98
Singapore	3,801.15	5,838.08
<b>Total</b>	<b>74,882.4</b>	<b>54,734.58</b>

## 40 A. Financial Risk Management Objectives & Policies

The Group's principal financial liabilities comprise of short tenured borrowings, trade and other payables. Most of these liabilities relate to the Group's working capital cycle. The Group has trade and other receivables, loans and advances that arise directly from its operations.

The Group is accordingly exposed to market risk, credit risk and liquidity risk.

The Group's senior management oversees management of these risks. The senior professionals working to manage the financial risks for the Group are accountable to the Board of Directors and the Audit Committee. This process provides assurance that the Group's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group's policies and overall risk appetite. All foreign currency hedging activities for risk management purposes are carried out a team that have the appropriate skills, experience and supervision. In addition, independent views from bankers and currency market experts are obtained periodically to validate risk mitigation decisions. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The Audit Committee reviews and agree policies for managing each of these risks which are summarised below:

### (a) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, advances and derivative financial instruments.

# Notes to Consolidated Financial Statements

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(All amounts are in ₹ Lakhs, unless otherwise stated)

The Group's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rate movement.

Particulars	March 31, 2024	March 31, 2023
Variable rate borrowings	54,661.47	54,902.31
Fixed Rate Borrowings	2,072.75	-
<b>Total</b>	<b>56,734.22</b>	<b>54,902.31</b>

## i) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group's loss before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ decrease in basis points	Effect on Profit before tax
As at March 31, 2024	+100 basis points	(546.61)
	-100 basis points	546.61
As at March 31, 2023	+150 basis points	(823.53)
	-150 basis points	823.53

## ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group transacts business in local currency and in foreign currency, primarily US Dollars. The Group has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk.

The Group manages its foreign currency risk by way of a periodical assessment for hedging appropriate percentage of its foreign currency exposure, as per its established risk management policy duly considering the nature of the foreign currency receivable/payables, the fluctuation in the foreign currencies etc. As at the reporting dates, the Group did not have any outstanding derivative contracts to hedge its foreign currency exposures as at these dates other than as mentioned below

### Hedge Accounting

The Group's business objective includes safe-guarding its earnings against adverse price movements of foreign exchange and interest rates. The Company has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Cash Flow hedges. Hedging instruments include over-the-counter swaps, forwards etc to achieve this objective.

### Foreign Currency Sensitivity

The following table demonstrates the sensitivity in the USD, Euro and other currencies to the functional currency of the Group, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including foreign currency derivatives.



# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Effect on profit before tax		Effect on equity	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
US Dollars	(621.87)	50.36	(621.87)	50.36
Euro	(0.55)	(1.19)	(0.55)	(1.19)

## (b) Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with Banks, foreign exchange transactions and other financial instruments.

### i) Trade and other receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on credit term in line with respective industry norms. Outstanding customer receivables are regularly monitored. The Group has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Group to determine incurred and expected credit losses based on historical trends and other factors. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Group expects the historical trend of minimal credit losses to continue. Further, Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss as at the reporting dates related to several customers that have defaulted on their payments to the Group and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

In addition, an impairment analysis is performed at each reporting date on an individual basis for all the major individual customers. The summary of exposure in trade receivables are as follows:

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Neither past due nor impaired	Past due but not impaired		Total
		Less than 1 year	More than 1 year	
Trade Receivables as of March 31, 2024	3,430.58	589.99	1,190.10	5,210.67
Trade Receivables as of March 31, 2023	3,644.39	1,426.53	1,626.37	6,697.29

The requirement for impairment is analysed at each reporting date and provision is based on the Expected Credit Loss Method by following a provision matrix which results in provision percentages based on the age bucket of receivables as per below.

#### ECL

90-180 DAYS	1%
180-360 days	5%
360 to 540 days	50%
540 to 720 days	75%
720 days above	100%

#### Lease rent receivable

The Group's leasing arrangements represent the buildings and land let out to various customers which have been classified as Operating Lease. The creditworthiness of the customer is evaluated prior to sanctioning credit facilities.

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Appropriate procedures for follow-up and recovery are in place to monitor credit risk. The Group does not expect any losses from non-performance by these counter-parties.

## Cash and bank balances

The Group held cash and cash equivalents with credit worthy banks and financial institutions as at the reporting dates. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good.

## Other financial assets including investments

The Group does not expect any losses from non-performance by the counter-parties.

## ii) Financial instruments and cash deposits

Credit risk from balances with banks is managed by Group's treasury in accordance with the Board approved policy. Investments of surplus funds, temporarily, are made only with approved counterparties, mainly mutual funds, who meet the minimum threshold requirements under the counterparty risk assessment process.

## (c) Liquidity Risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international Banks at an optimised cost.

The table below summarise the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Particulars	As at March 31, 2024				
	Less than 1 year	1- 5 years	More than 5 years	Total	Carrying Value
Borrowings	34,306.16	19,124.39	3,303.67	56,734.22	56,734.22
Trade Payables	9,128.31	-	-	9,128.31	9,128.31
Lease liability	165.61	137.84	-	303.45	165.61
Other financial liabilities	834.08	1,046.10	-	1,880.18	1,880.18
<b>Total</b>	<b>66,862.22</b>	<b>1,183.94</b>	<b>-</b>	<b>68,046.16</b>	<b>67,908.32</b>

Particulars	As at March 31, 2023				
	Less than 1 year	1- 5 years	More than 5 years	Total	Carrying Value
Borrowings	40,145.20	9,370.82	5,386.29	54,902.31	54,902.31
Trade Payables	8,136.32	-	-	8,136.32	8,136.32
Lease liability	2.93	112.10	-	115.03	115.03
Other financial liabilities	1,522.85	108.51	-	1,631.36	1,631.36
<b>Total</b>	<b>49,807.30</b>	<b>9,591.43</b>	<b>5,386.29</b>	<b>64,785.02</b>	<b>64,785.02</b>

## 41 B. Capital Management

Capital includes equity attributable to the equity holders of the Group and net debt. Primary objective of Group's capital management is to ensure that it maintains an optimum financing structure and healthy returns in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments, in light of the changes in economic conditions

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

or business requirements. The Group monitors capital using a gearing ratio which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

- 42** The Group assesses the recoverability of its Group Assets on an annual basis, duly considering the significant estimates and judgements which inter-alia includes the discounted cash flows determined based on the revenue projections, probable recovery of claims and discount rates calculated based on the cost of equity for the applicable Asset, adjusted for the proposed restructuring. All of these estimates and judgements have inherent uncertainties and the actual results may differ from that estimated as at the date of the Balance sheet. The Group has revisited the projections made in the previous year taking into account the probable beneficial results arising from the various initiatives being undertaken with regard to restructure of the customer contracts, submission and pursuing with appropriate authorities on relevant claims.
- 43** The Company commissioned the 10 MW Solar Power Plant in Kunigal, Karnataka during the financial year 2017-18 . The Company has paid advance to a Land Aggregator for the purchase of Land aggregating to a total area of 33.20 acres. The Company has completed registration for 5.15 Acres till date and is in the process of completing the registration for the balance acres.
- 44** The Company has used accounting software for maintaining its books of account for the year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

## 45 A Discontinued Operations

In order to focus and strengthen its core business activities of the Company i.e. Solar Photovoltaic Modules Manufacturing, Distribution of Solar Panels and Balance of Systems in India and Abroad, Engineering, Procurement and Construction (EPC) of Solar Projects and Solar Power Generation (IPP), the Board at its meeting held on October 11, 2023 has decided to sell the Equity Investment in the wholly owned subsidiary namely AMEX Alloys Private Limited. This sale will allow the Company to dispose of a non-core subsidiary and re-strategize its financial and capital resources. Also will enable the Company to have more working capital and resources for use within the Group's solar business and/or to focus on the expansion of the Group's business in the renewable segment and undertake new investment opportunities that may arise in future.

The Company, consequent to the approvals received from the Board on October 11, 2023 and from the shareholders on November 21, 2023 consummated the first tranche sale (81.54%) of Amex Alloys Private Limited a wholly owned subsidiary of the Company to DMW CNC Solutions India Private Limited on 18 March 2024.

The sale of the balance 18.46% shareholding is expected to be concluded on or before June 30, 2024.

	Amount in ₹ Lakhs
<b>Gain on sale of investments in subsidiary</b>	
Proceeds from sale of 81.54% investment in subsidiary	6,300.00
Investment classified as held for sale (at cost)	1,426.27
Capital reserve adjustment arising on disposal of investment in subsidiary	151.46
Net Assets transferred	4,173.03
Goodwill Adjustment arising on disposal of investment in subsidiary	455.04
<b>Gain on loss of control</b>	<b>3,249.66</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Accordingly, Amex Alloys Private Limited has been classified as discontinued operations in the current year and all the previous comparative statements has been restated.

S.No	PARTICULARS	March 31, 2024	March 31, 2023
<b>1</b>	<b>Income</b>		
	Revenue from operations	14,095.49	12,158.64
	Other income	20.69	30.63
	<b>Total Income</b>	<b>14,116.18</b>	<b>12,189.27</b>
<b>2</b>	<b>Expenses</b>		
a.	Cost of Materials Consumed	6,656.39	6,267.38
b.	Purchase of traded goods	107.76	96.57
c.	(Increase)/Decrease in Inventories of Finished goods, Work-in-progress and Stock-in-Trade	-	276.88
d.	Employee Benefits Expense	1,313.90	1,204.06
e.	Depreciation and Amortisation Expense	4,569.08	712.63
f.	Finance Costs	525.27	331.77
g.	Other Expenses	385.09	3,574.54
	<b>Total Expenses</b>	<b>13,557.49</b>	<b>12,463.83</b>
<b>3</b>	<b>Profit/Loss before tax</b>	<b>558.69</b>	<b>(274.56)</b>
<b>4</b>	<b>Other comprehensive income (OCI)</b>		
	Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		
	Re-measurement gains/ (losses) on defined benefit plans	(81.33)	6.09
	Other comprehensive Income for the year, net of tax	(81.33)	6.09
<b>5</b>	<b>Total Other Comprehensive Income</b>	<b>477.36</b>	<b>(268.47)</b>

\* The above balances are prior to elimination of ₹ 395.44 Lakhs

## Net cash flows attributable to the discontinued operations

PARTICULARS	March 31, 2024	March 31, 2023
Net Cash (used) in Operating Activities	1,320.81	1,323.24
Net Cash (used) in Investing Activities	(226.45)	(779.07)
Net Cash generated from Financing Activities	(1,098.16)	(566.50)
Net Cash (outflows)/inflows	(3.80)	(22.33)

## Assets and Liabilities of discontinued operations

PARTICULARS	March 31, 2024	March 31, 2023
(a) Property, Plant and Equipment	5,110.87	5,407.22
(b) Capital work-in-progress	11.13	1.28
(c) Other Intangible assets	8.99	12.95
(d) Financial Assets		
(i) Other financial assets	145.21	143.38
(e) Income Tax Asset (Net)	-	53.75
(f) Other non-current assets	463.58	228.09
<b>Total Non-current assets</b>	<b>5,739.78</b>	<b>5,846.67</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

PARTICULARS	March 31, 2024	March 31, 2023
<b>Current assets</b>		
(a) Inventories	3,026.88	2,119.79
(b) Financial Assets		
(i) Loans	33.01	24.32
(ii) Trade receivables	2,877.54	2,534.33
(iii) Cash and cash equivalents	56.76	60.57
(iv) Other Bank balances	-	-
(v) Other financial assets	-	71.13
(c) Other Current assets	166.62	102.38
<b>Total Current assets</b>	<b>6,160.81</b>	<b>4,912.52</b>
<b>Total Assets</b>	<b>11,900.59</b>	<b>10,759.19</b>
<b>(B) Equity and Liabilities</b>		
<b>Equity</b>		
(a) Equity share capital	970.00	970.00
(b) Other Equity	2,797.79	2,320.39
<b>Total Equity</b>	<b>3,767.79</b>	<b>3,290.39</b>
<b>Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	1,127.02	1,732.39
(b) Provisions	47.91	34.14
<b>Total Non-Current liabilities</b>	<b>1,174.93</b>	<b>1,766.53</b>
<b>Current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	2,382.77	2,476.21
(ii) Trade payables		
(A) Total outstanding dues of micro enterprises and small enterprises	102.40	107.67
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	4,296.83	2,949.05
(iii) Other financial liabilities	85.43	115.76
(b) Other current liabilities	23.28	46.56
(c) Provisions	67.16	7.02
<b>Total Current Liabilities</b>	<b>6,957.87</b>	<b>5,702.27</b>
<b>Total Liabilities</b>	<b>8,132.80</b>	<b>7,468.80</b>
<b>Total Equity and Liabilities</b>	<b>11,900.59</b>	<b>10,759.19</b>

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

## 45 B Discontinued Operations

During the year 2014, the Group had acquired 100% equity of HHV Solar Technologies Limited, an entity engaged in manufacturing of Solar Photovoltaic modules and having its plant located at Dabaspet, Bengaluru, Karnataka. The capacity of the plant was increased in stages to reach the present capacity of 110 MW. The above acquisition was considered due to the benefits of quality assurance, cost saving and availability of modules to complete the projects within the timeline etc. Thereafter, during the year 2016 the above subsidiary got merged with the Parent Company for administrative convenience.

The solar modules being manufactured by the above plant have been sold by the Company in various forms such as using the modules for its Independent Power Producing (IPP) plants and Engineering, Procurement and Commissioning (EPC) projects for customers and also selling directly to outside markets. Since the plant was owned by the company, it helped the Company to meet tender requirements, some of which stipulated that the modules should be 'Made in India Now, the Renewable Manufacturing industry is facing unexpected Market changes like availability of specific type of Solar Cells (M3/G1 158.75 mm) which are being used by the above plant for making solar modules and there will soon be a dearth of solar cell suppliers of the above kind. If the raw material unavailability situation continues, the Parent Company might have to maintain the plant at substantially understated capacity, i.e. at less than the minimum production requirement capacity / below break-even point levels, in which case, the Group will incur losses especially with respect to the non-recovery of fixed cost expenses like running of air conditioners, rental expenses etc. Keeping in view the change/ advancement in technology and to control the above mentioned losses, the Shareholders in its meeting held on July 28, 2022 has concurred with the decision of the management to stop the production of this Plant (Dabaspet, Bengaluru) permanently.

Consequent to above, during the previous year ended March 31, 2023, the Group has provided for the settlement of employees, paid duty component for exiting out of EOU and undertaken activities relevant to closure of the facilities.

Pursuant to the above decision, the results of the above discontinued unit is presented separately.

S.No	PARTICULARS	March 31, 2024	March 31, 2023
<b>1</b>	<b>Income</b>		
	Revenue from operations		1,820.04
	Other income	-	15.50
	<b>Total Income</b>	-	<b>1,835.55</b>
<b>2</b>	<b>Expenses</b>		
a.	Cost of Materials Consumed		1,671.86
b.	(Increase)/Decrease in Inventories of Finished goods, Work-in-progress and Stock-in -Trade	-	-
c.	Employee Benefits Expense	-	168.68
d.	Depreciation and Amortisation Expense	-	984.09
e.	Finance Costs	-	6.06
f.	Other Expenses	-	1,335.59
	<b>Total Expenses</b>	-	<b>4,166.27</b>
<b>3</b>	<b>Loss before tax</b>	-	<b>(2,330.73)</b>
<b>4</b>	<b>Tax expense:</b>	-	-
<b>5</b>	<b>Net Loss from discontinued operations</b>	-	<b>(2,330.73)</b>

## 46 Additional Information:

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year
- The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

# Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (d) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (e) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (f) To the best of its knowledge, The Group has not had any transaction with any struck-off companies except for the one company below:

Vendor Name	Nature of transactions with struck off company	Transactions during the year	Balance outstanding as at 31/03/2024	Relationship with the struck off company
KILBURN POWER GEAR LTD	Service Charges	0.16	0	Vendor

- (g) The Group does not have any charges or satisfaction yet to be registered with the ROC beyond the statutory period as at the year ended March 31, 2024.

- 47** Previous year figures have been regrouped / reclassified wherever necessary.
- 48** The scheme of amalgamation for the merger of KJ Solar Systems Private Limited and Swelect Solar Energy Private Limited with SWELECT Energy Systems Limited was approved by the Board of SWELECT Energy Systems Limited in its meeting held on 12 August 2022 with an appointed date of 1 April 2022 or such date as may be directed by the National Company Law Tribunal ("NCLT") and the said scheme is subject to approval of NCLT and various regulatory bodies as applicable. Pending approvals from the authorities, no adjustments have been made in the year ended March 31, 2024.
- 49** The Board, duly taking into account all the relevant disclosures made, has approved these consolidated financial statements in its meeting held on 24 May 2024 in accordance with the provisions of Companies Act, 2013.

For and on behalf of the **Board of Directors**  
**SWELECT Energy Systems Limited**

**R. Chellappan**  
Managing Director  
DIN:00016958  
Place : Chennai

**R. Sathishkumar**  
Company Secretary  
Place : Chennai

**A. Balan**  
Joint Managing Director  
DIN:00017091  
Place : Chennai

**Nikhila R**  
Chief Financial Officer  
Place : Chennai

Date: May 24, 2024

## Form AOC-1

### Statement (Pursuant to first proviso to sub-Section 3 of section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries

#### Part "A": Subsidiaries

Sl no.	Name of the Subsidiaries	Date since when Subsidiary acquired	Reporting period	Reporting Currency	Exchange Rate (₹)	Share Capital	Reserves and surplus	Total Assets	Total Liabilities	Turnover (net)	Profit / (loss) before Taxation	Provision for Taxation	Profit / (loss) after Taxation	% of shareholding	Country
1	SWELECT Energy Systems Pte. Limited, Singapore	13-05-04	Apr-Mar	USD	83.41	4,372.90	9,566.26	22,793.80	8,854.64	12,778.81	(18.40)	9.45	(27.85)	100%	Singapore
2	SWELECT Inc, USA	23-02-16	Jan- Dec	USD	83.41	336.30	(152.80)	183.59	0.08	1.67	(6.17)	-	(6.17)	100%	USA
3	SWELECT Solar Energy Private Limited	02-09-09	Apr-Mar	INR	1.00	444.00	(154.92)	367.54	78.46	-	(14.37)	-	(14.37)	100%	India
4	Noel Media & Advertising Private Limited (Refer Note 2)	15-05-15	Apr-Mar	INR	1.00	21.08	193.85	1,073.77	858.84	167.45	5.17	-	5.17	100%	India
5	SWELECT Green Energy Solutions Private Limited	13-05-13	Apr-Mar	INR	1.00	1,860.95	4,499.80	7,023.93	663.17	745.62	348.21	110.00	238.21	100%	India
6	K J Solar Systems Private Limited (Refer Note 2)	11-02-16	Apr-Mar	INR	1.00	10.00	525.72	1,302.70	766.98	248.10	64.24	1.33	62.91	100%	India
7	SWELECT Power Systems Private Limited	11-04-16	Apr-Mar	INR	1.00	930.00	2,899.83	5,848.89	2,019.06	888.87	231.79	187.99	43.79	100%	India
8	SWELECT Sun Energy Private Limited	29-12-20	Apr-Mar	INR	1.00	2,503.00	336.09	6,952.76	4,113.67	1,336.28	354.74	134.45	220.28	73.99%	India
9	SWELECT HHV Solar Photovoltaics Private Limited (Refer Note 3)	03-05-21	Apr-Mar	INR	1.00	1.00	(738.16)	20,912.86	21,650.02	19,266.50	(545.72)	-	(545.72)	100.00%	India
10	SWELECT Renewable Energy Private Limited	23-06-21	Apr-Mar	INR	1.00	1,800.30	229.49	5,742.67	3,712.88	947.11	134.57	95.94	38.63	73.99%	India



SI no.	Name of the Subsidiaries	Date since when Subsidiary acquired	Reporting period	Reporting Currency	Exchange Rate (₹)	Share Capital	Reserves and surplus	Total Assets	Total Liabilities	Turnover (net)	Profit / (loss) before Taxation	Provision for Taxation	Profit / (loss) after Taxation	% of shareholding	Country
11	SWELECT RE Power Private Limited	22-04-22	Apr-Mar	INR	1.00	773.10	108.63	2,259.20	1,377.46	395.77	102.63	43.49	59.13	83.34%	India
12	SWELECT Taiyo Energy Private Limited	31-10-22	Apr-Mar	INR	1.00	1,199.00	68.30	4,304.60	3,037.30	641.66	116.85	35.62	81.23	73.99%	India
13	SWELECT Clean Energy Private Limited	15-06-23	Apr-Mar	INR	1.00	501.00	47.53	8,471.95	7,923.42	243.58	96.65	49.11	47.53	73.99%	India
14	SWELECT Sustainable Energy Private Limited	05-02-24	Apr-Mar	INR	1.00	1.00	(0.66)	1.25	0.91	-	(0.66)	-	(0.66)	100.00%	India
15	ESG Solar Energy Private Limited	04-01-24	Apr-Mar	INR	1.00	1.00	(0.48)	1.94	1.42	-	(0.48)	-	(0.48)	100.00%	India

**Note:**

- Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on March 31, 2024.
- Noel Media & Advertising Private Limited and K J Solar Systems Private Limited are 100 % subsidiaries of SWELECT Solar Energy Private Limited.
- SWELECT HHV Solar Photovoltaics Private Limited is 100% subsidiary of SWELECT Energy Systems Pte. Ltd.

**Part “B “: Associates and Joint Ventures**

The Company does not have any investment in Associate and Joint venture Companies as at 31.03.2024.

For and on behalf of the board of directors  
**SWELECT Energy Systems Limited**

**R. Chellappan**  
Managing Director  
DIN:00016958

**A. Balan**  
Joint Managing Director  
DIN:00017091

**R. Sathishkumar**  
Company Secretary

**Nikhila R**  
Chief Financial Officer

Place : Chennai  
Date: 24 May 2024



**SWELECT ENERGY SYSTEMS LIMITED**

**Registered Office**

“SWELECT HOUSE”

No. 5, Sir P.S. Sivasamy Salai, Mylapore,  
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