



## WEBSOL ENERGY SYSTEM LIMITED

CIN: L29307WB1990PLC048350  
48, Pramatha Choudhury Sarani, Plot 849, Block P  
New Alipore, Kolkata – 700 053

### NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Websol Energy System Limited will be held at Rabindra Tirth, DG-17, Major Arterial Road (East-West), Action Area 1D, Newtown, West Bengal, Kolkata-700156 on Saturday, the 29th September, 2018, at 10.00 A.M. to transact the following businesses: -

#### Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sohan Lal Agarwal (DIN), who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS

3. Appointment of Statutory Auditor:

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

"RESOLVED that pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s G.P. Agrawal & Co., Chartered Accountants, (FRN No. 302082E), be and are hereby appointed as Statutory

Auditors of the Company in place of M/s T. More & Co., Chartered Accountants (FRN 327844E) who have resigned from the auditor ship of the Company."

"RESOLVED FURTHER THAT M/S G.P. Agrawal & Co, Chartered Accountants, (FRN No. 302082E), be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this 28th Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2023, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable Goods and Services Tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

By Order of the Board,  
For **WEBSOL ENERGY SYSTEM LIMITED**  
Sd/-  
Sohan Lal Agarwal  
(Managing Director)

Place: Kolkata  
Date: 31st August, 2018  
Registered Office:  
48, Pramatha Choudhury Sarani, Plot 849,  
Block P, New Alipore, Kolkata – 700 053

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The proxy holder shall prove his/her identity at the time of attending the meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
4. Pursuant to provisions of Section 91 of the Companies Act, 2013, the register of members and transfer books of the Company will remain closed from Sunday, the 23rd September, 2018 till Saturday, the 29th September, 2018 (both days inclusive), for the purpose of Annual General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants (DP). Members holding shares in physical form can submit their PAN details to the Company's Registrars & Share Transfer Agent, M/s R&D Infotech Private Limited.
6. Members holding shares in physical mode are requested to notify immediately changes, if any, in their registered address and bank particulars, to the Company at its Registered Office or to its Registrars & Share Transfer Agent.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their

shareholding in the Company. Members can avail of the nomination facility, under Section 72 of the Companies Act, 2013, by submitting Form No. SH 13 of the Companies (Central Govt's) General Rules and Forms, 2013, with the Company's Registrar and Share Transfer Agent.

8. Members who hold shares in physical form in multiple accounts in identical names or joint accounts in the same order or names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation of such shareholdings into a single folio.
9. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies for servicing of various notices and documents to their members through electronic mode. To support this green initiative of the Government in full measure, members who have not yet registered their e-mail address with the Company can now register the same by intimating their e-mail address to the Company's Registrar and Share Transfer Agent and to the Depository Participant (DP) in respect of shares held in physical mode and demat mode, respectively. Even after registering for e-communication, the members of the Company shall be entitled to receive such communication in physical form, upon request.
10. Information on the Director proposed to be re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General meetings (Revised) (SS-2) are provided in the Annexure to this Notice.

### 11. The instructions for shareholders voting electronically are as under:

Voting through electronic means

- l. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2018 (10:00 am) and ends on 28th September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "WEBSOL ENERGY SYSTEM LIMITED".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [alassociates2014@gmail.com](mailto:alassociates2014@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM)[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
 

| EVEN<br>(Remote e-voting Event<br>Number) USER ID | PASSWORD/PIN |
|---|--------------|
|   |              |
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018., may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. AL & ASSOCIATES has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Insta- Poll" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM

but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the
- XVII. Company [www.webelsolar.com](http://www.webelsolar.com)- and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges.

By Order of the Board,  
For **WEBSOL ENERGY SYSTEM LIMITED**  
Sd/-  
Sohan Lal Agarwal  
(Managing Director)

Place: Kolkata  
Date: 31st August, 2018  
Registered Office:  
48, Pramatha Choudhury Sarani, Plot 849,  
Block P, New Alipore, Kolkata – 700 053

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO.3

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

The Company has received a 'special notice' pursuant to section 115 of the Companies Act, 2013 in compliance of sec. 140(4) (i) of the said Act from 2 members of the company signifying their intention to appoint M/s G. P. Agrawal & Co., Chartered Accountant (FRN No. 302082E) as the statutory auditors of the Company in place of M/s T. More & Co, Chartered Accountants (FRN 327844E) who have resigned as statutory auditors of the

Company w.e.f. the conclusion of the ensuing Annual General Meeting of the Company.

By Order of the Board,  
For **WEBSOL ENERGY SYSTEM LIMITED**  
Sd/-  
Sohan Lal Agarwal  
(Managing Director)

Place: Kolkata  
Date: 31st August, 2018  
Registered Office:  
48, Pramatha Choudhury Sarani, Plot 849,  
Block P, New Alipore, Kolkata – 700 053

### Annexure to the Notice

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Clause 1.2.5 of the Secretarial Standard 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

|  |   |
|--|---|
| Name   | SOHAN LAL AGARWAL   |
| DIN  | 00189898  |
| Date of Birth  | 04-03-1946  |
| Age  | 72  |
| Profile  | MANAGING DIRECTOR   |
| Qualifications   | B.COM   |
| Experience   | SOLAR INDUSTRY  |
| Terms and Conditions of re-appointment                         | There is no change in terms and conditions of appointment |
| Details of remuneration  | As per last approval from shareholders                    |
| Details of last drawn remuneration                             | CTC 90 LACS   |
| Date of first appointment                                      | 25-09-1992  |
| Shareholding in the Company                                    | 7.02%   |
| Number of Shares held in the Company                           | 1873108   |
| Relationship with other director/Manager and other KMP         | NO RELATION WITH OTHER DIRECTORS                          |
| Number of meetings attended during the Financial Year 2017-18. | 5(five) meetings of Board                                 |
| Directorships of other Board                                   | NO DIRECTORSHIP IN OTHER LISTED COMPANY                   |
| Membership/Chairmanship of Committees of other Board           | None  |

By Order of the Board,  
For **WEBSOL ENERGY SYSTEM LIMITED**  
Sd/-  
Sohan Lal Agarwal  
(Managing Director)

Place: Kolkata  
Date: 31st August, 2018  
Registered Office:  
48, Pramatha Choudhury Sarani, Plot 849,  
Block P, New Alipore, Kolkata – 700 053

## ROAD MAP OF Rabindra Tirth





# WEBSOL ENERGY SYSTEM LIMITED

CIN: L29307WB1990PLC048350  
48, Pramatha Choudhury Sarani, Plot 849, Block P  
New Alipore, Kolkata – 700 053

## PROXY FORM : MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered Address : .....

E-mail ID : .....

Folio No/DP ID & Client ID : .....

I/We, being the Member(s) of Websol Energy System Limited, holding ..... Equity Shares of the above named Company, hereby appoint :

- 1) Name: ..... Address: .....  
E-mail ID : ..... Signature : ..... or failing him/her;
- 2) Name: ..... Address: .....  
E-mail ID : ..... Signature : ..... or failing him/her;
- 3) Name: ..... Address: .....  
E-mail ID : ..... Signature : ..... or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 10.00 AM at RabindraTirth, DG-17, Major Arterial Road( East-West), Action Area 1D, Newtown, Kolkata, West Bengal, Kolkata-700156 and at any adjournment thereof in respect of following resolutions :

| Sl. No.                  | Resolutions  | Optional * |         |
|--------------------------|--|------------|---------|
|                          |  | For        | Against |
| <b>Ordinary Business</b> |  |            |         |
| 1                        | Adoption of the Audited Balance Sheet of the Company as at 31st March, 2018, the Statement of Profit & Loss and the cash flow statement for the year ended as on that date together with Notes, Reports of the Board of Directors and Auditors thereon.  |            |         |
| 2                        | To appoint M/s G.P Agrawala & Co, Chartered Accountants (FRN 302082E) as the Statutory Auditors of the Company for five years in place of T More & Co, Statutory Auditors ( FRN 327844E) who have resigned from the auditor ship of the Company and to authorize the Board of Directors to fix their remuneration. |            |         |
| 3                        | To appoint a Director in place of Shri Sohan Lal Agarwal, Managing Director (DIN 00189898), who retires by rotation and being eligible offer himself for re-appointment.   |            |         |

Signed this ..... day of ..... 2018

Signature of Shareholder

Signature of Proxyholder

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office or Head and Corporate Office not less than 48 hours before the commencement of the AGM.
2. For the Resolutions, please refer to the Notice of Annual General Meeting of the Company.
3. \*It is optional to put a 'X' in the appropriate column against the resolutions indicated to the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix  
Revenue  
Stamp of  
₹ 1/- here



