



KA/26/2015/01-10

October 01, 2015

To,
The Chairman,
Websol Energy System Limited,
48, Pramatha Choudhury Sarani
Plot 849, Block P, 2nd Floor, New Alipore
Kolkata – 700 053

Dear Sir,

Sub: Scrutinizer's Report on Electronic Voting and Ballot Paper Process

The Board of Directors of the Websol Energy System Limited (the "Company") in their meeting held on 14th August, 2015 appointed us as the Scrutinizer for the purpose of receiving, processing and scrutinizing the e-voting and voting through ballot process and to ascertaining the requisite majority on voting made. The said voting is carried out under the provisions of Section 108 and 110 of the Companies Act, 2013 (the "Act") to be read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and Clause 35B of the Listing Agreement or any other Rules or Laws as may be applicable (including any modifications & re-enactment thereof for the time being in force).

The voting are for the resolutions contained in the Notice of the 25th Annual General Meeting of the members of the Company (the "AGM"), to be held on Wednesday, the 30th September, 2015 at 10:00 HRS at Webel Bhavan, Block EP & GP, Sector – V, Salt Lake Electronics Complex, Kolkata – 700 091.



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As required under the said Act read with Rules, a Notice dated the 14th August, 2015 along with explanatory statement was sent to the members whose names appear in the Register of Members as on 24th September, 2015. The Company provided the e-voting facility offered by the NSDL eVoting System.

Pursuant to the applicable provisions of the Acts and Rules, the Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting on the resolutions contained in the Notice.

Our responsibility being as a Scrutinizer for the voting process is restricted to prepare a Scrutinizer's Report of the votes cast in "favor" or "against" and "invalid" votes, if any, based on the reports generated from the NSDL eVoting System i.e. www.evoting.nsdl.com which is based on the information furnished to the NSDL eVoting System by the concerned authority engaged by the Company and the ballot forms received by us.

The e-voting period commences at 09.00 A.M. on 27th September, 2015 and ends at 17.00 HRS on the 29th September, 2015. The NSDL eVoting System has been used for the same which was blocked thereafter and the e-votes cast under e-voting facility were unblocked on 30th September, 2015 in the presence of two witnesses namely Mr. Abhishek Upadhyaya and Mr. Raj Kumar Dhar who were not in employment of the Company.

Based on the ballot forms received and report of e-voting generated from the NSDL eVoting System, we put forward the outcome of voting as under –



*Kamalia Associates*Item No. 1**ORDINARY RESOLUTION**

To consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and the Statement of Profit & Loss as on that date together with Notes, Reports of the Board of Directors and Auditor's thereon.

Votes cast in favor of the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	14	8687195	99.99
Polling Paper	31	2922	13.32
Total	45	8690117	99.78

Votes cast against the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	1	2	0.01
Polling Paper	2	19000	86.68
Total	3	19002	0.21

Invalid Votes

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper*	5	-	0.00
Total	5	-	0.00

*Invalid votes counts as ballot papers are incomplete



Item No. 2**ORDINARY RESOLUTION**

To ratify the appointment of M/s Agarwal Sangneria & Co., Chartered Accountants, Kolkata (Registration No. 317224E) as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

Votes cast in favor of the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	13	8687185	99.99
Polling Paper	29	2871	13.09
Total	42	8690056	* 99.78

Votes cast against the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	1	2	0.01
Polling Paper	4	19051	86.68
Total	5	19053	0.23

Invalid Votes

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper*	5	-	0.00
Total	5	-	0.00

*Invalid votes counts as ballot papers are incomplete



Item No. 3

ORDINARY RESOLUTION

To appoint a Director in place of Shri. Sohan Lal Agarwal, Managing Directors (DIN 00189898), who retires by rotation and being eligible offer himself for re-appointment.

Votes cast in favor of the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	12	8687178	99.99
Polling Paper	30	2872	13.01
Total	42	8690050	99.78

Votes cast against the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	2	9	0.01
Polling Paper	3	19004	86.68
Total	5	19013	0.23

Invalid Votes

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper*	5	-	0.00
Total	5	-	0.00

*Invalid votes counts as ballot papers are incomplete



Item No. 4**ORDINARY RESOLUTION**

Appointment of Mr. Prateek Kaushik (DIN: 07096599), as a Director pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2020.

Votes cast in favor of the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	12	8687178	99.99
Polling Paper	30	2918	13.31
Total	42	8690096	99.78

Votes cast against the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	2	9	0.01
Polling Paper	3	19004	86.68
Total	5	19013	0.23

Invalid Votes

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper*	5	-	0.00
Total	5	-	0.00

* Invalid votes counts as ballot papers are incomplete



Item No. 5**SPECIAL RESOLUTION**

Appointment of Mrs. Sima Jhunjhunwala (DIN: 07264006) as a Whole-time Director of the Company for a period of 3 (three) years with effect from 14th August 2015.

Votes cast in favor of the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	12	8687178	99.99
Polling Paper	31	2922	13.32
Total	43	8690100	99.78

Votes cast against the Resolution

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	2	9	0.01
Polling Paper	2	19000	86.68
Total	4	19009	0.22

Invalid Votes

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper*	5	-	0.00
Total	5	-	0.00

* Invalid votes counts as ballot papers are incomplete



Henceforth, all the Resolutions stands passed under voting with the requisite and as required majority.

We further confirm that the Registers received from the service provider and all other papers & records' relating to voting been properly maintained by us under our safe custody will be handed over to the Company after the receipt of confirmation of the signing of the minutes by the Chairman.

For and on behalf of

Kamalia Associates

