



**MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF WEBSOL ENERGY SYSTEM LIMITED HELD ON THURSDAY, 26<sup>TH</sup> MAY, 2016 AT WEBEL BHAWAN, BLOCK - EP&GP, SECTOR-V, SALT LAKE ELECTRONICS COMPLEX, KOLKATA-700 091 AT 10 A.M AND CONCLUDED AT 1.30 P.M**

**PRESENT**

| SL NO. | NAME                  | DESIGNATION                                                       |
|--------|-----------------------|-------------------------------------------------------------------|
| 1      | Mr. Sohan Lal Agarwal | Managing Director & Chairman                                      |
| 2      | Mr Dharmendra Sethia  | Independent Director                                              |
| 3      | Mrs Sima Jhunjhunwala | Whole Time Director and Acting Compliance Officer for the Meeting |

**INVITEE**

|   |                 |             |
|---|-----------------|-------------|
| 1 | Mr Ajay Agarwal | Scrutinizer |
|---|-----------------|-------------|

**MEMBERS PRESENT**

One Hundred Eighty One (181) members including corporate representatives were present in person representing 6883862 equity shares of the company.

**CHAIRMAN**

Mr Sohan Lal Agarwal, the Managing Director was unanimously elected as Chairman of the meeting.

**WELCOME ADDRESS AND INTRODUCTION OF THE BOARD MEMBERS AND OFFICERS PRESENT ON THE DIAS:**

Mrs Sima Jhunjhunwala, on behalf of the company, extended hearty welcome to the shareholders and Directors present on the dais. She further briefly introduced the Directors and officers present on the Dias.

**QUORUM**

On being informed by Mrs Sima Jhunjhunwala that the requisite quorum is present, the Chairman declared the meeting to order. The requisite quorum was present till the close of the meeting. She informed the members that Mr Prateek Kaushik, Director and Ms Swati Agarwal, Company Secretary of the Company could not attend the meeting due to some unavoidable circumstances.

**STATUTORY REGISTERS**

WebSol Energy System Limited

  
Managing Director

**WebSol Energy System Limited**

**Registered Office :**

48, Pramatha Choudhury Sarani, Plot No-849  
Block-'P' 2nd Floor, New Alipore, Kolkata-700 053  
Phone : +91-33-24000419 Fax : +90-33-24000375  
E-mail : websol@webelsolar.com  
CIN- L29307WB1990PLC048350

**Corporate Office and Plant :**

Sector II, Falta Special Economic Zone, Falta  
24 Parganas (South), West Bengal, India, Pin-743504  
Ph. : 91-3174-222932, Fax : 91-03174-222933



The Chairman informed the members that the "Register of Directors and Key Managerial Personnel and their shareholding" maintained under section 170, the 'Register of contracts or arrangements in which directors are interested' as maintained under section 189(1) of the Companies Act, 2013 and other registers as required, were available for inspection by any member during the continuance of the Meeting.

#### **CHAIRMAN'S STATEMENT**

The Chairman, while welcoming the members, briefly narrated the description of the resolution along with the purpose and objects of the said resolution.

#### **FACILITY OF VOTING**

The Chairman further informed the members that pursuant to Section 108 of the Companies Act 2013, and the Rules framed there under, all shareholders as on the cut-off date i.e 19<sup>th</sup> May, 2016, were provided the facility to cast their vote electronically through remote e-voting services provided by the National Securities Depositories Limited (NSDL) on proposed resolution as set forth in the Notice convening the Extra-Ordinary General Meeting. The period for remote e-voting commenced on 23<sup>rd</sup> May, 2016 at 10.00 A.M and ended on 25<sup>th</sup> May, 2016 at 5.00 P.M.

The Whole Time Director advised that who had not been able to cast their vote by remote e-voting, may avail the facility of voting through poll at the Extra-Ordinary Meeting venue once the Resolutions as per the notice is read.

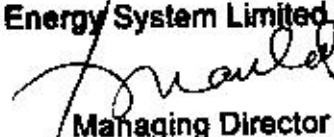
The Chairman thereafter took up the items of the Business set out in the Notice of the Meeting and requested the member to propose and second the Resolutions:

#### **SPECIAL BUSINESS**

##### **Item No 1: AMENDMENT OF THE EXISTING TERMS AND CONDITIONS OF THE FCCBs OF THE COMPANY**

##### **As a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment(s) thereof for the time being in force), the Listing Agreement entered into with the Stock Exchanges inside and outside India where the equity shares and the Foreign Currency Convertible Bonds ("FCCBs") of the Company are currently listed, applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Memorandum and Articles of Association of the Company and subject to all other applicable laws, rules, regulations, guidelines and subject to such approvals, permissions, consent and sanctions as may be necessary from the Government of India (GOI), Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, Stock Exchanges inside and outside India where the equity shares and the FCCBs of the

**Webel Energy System Limited**  
  
**Managing Director**

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Company are currently listed, institutions and any other competent authorities if any, and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any committee constituted / to be constituted by the Board for exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board, and the Board be and is hereby authorized, for the purposes of the proposed mechanism to amend the existing terms of the outstanding FCCBs of the Company ("FCCB Restructuring") considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the Lead Manager(s) and/or other advisors or otherwise, as the Board in its absolute discretion may deem fit and appropriate, subject to necessary provisions and approvals, the FCCBs after the restructuring referred to as the "Restructured FCCBs", to *inter alia*:

- (i) The principal value of the outstanding FCCBs to be settled at US\$ 12,000,000 from US\$ 16,800,000 earlier;
- (ii) Complete waiver of the accrued interest including penal interest amounting to approximately US\$11680000 arising out of default situation of FCCBs;
- (iii) The conversion price has been revised to Rs. 62.00/- per share, being approximately 17.0% over the Regulatory Floor Price of Rs 52.86 per share;
- (iv) Unless the Bonds have been previously redeemed, repurchased and cancelled or converted, the Company will redeem the Bonds on 1 May 2021 in cash at 128.0 per cent of the principal value of the Bonds at their accreted Principal Amount based on a yield of 5.0% p.a. compounded semi-annually, calculated on the basis of the number of days elapsed and a 360-day year.

The restructuring proposal is subject to approvals and clearances of Regulatory Agencies including Reserve Bank of India and Bondholders

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts and deeds as may be necessary in relation to the FCCB Restructuring including but not limited to determination of revised conversion price(s) for conversion of FCCBs into equity shares under various circumstances and at various times, provisions for adjustment(s) to conversion price and provision for mandatory rollover of outstanding FCCB's at maturity at mutually agreed terms as may be decided and deemed appropriate, in consultation with the advisors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of equity shares (including additional equity shares) as may be required to be issued and allotted upon conversion of the Restructured FCCBs referred to in paragraph(s) above as may be necessary pursuant to the FCCB Restructuring and all such shares shall rank *pari passu* with the existing equity shares of the Company in all respects as may be provided under the terms of the issue thereof, in accordance with the Listing Agreement and other applicable laws.

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**RESOLVED FURTHER THAT** the Restructured FCCBs shall constitute direct, unsubordinated, unconditional and unsecured obligations of the Company and will at all times rank *pari passu* and without any preference or priority among themselves.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the FCCB Restructuring, and for any matter otherwise incidental or ancillary to the FCCB Restructuring, the Board be and is hereby authorized, on behalf of the Company to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the finalisation and signing of the application for approval to the Reserve Bank of India and other regulatory agencies whether inside or outside India, the entering into agreement(s) with one or more Lead Manager(s), advisor(s), Indian and international legal counsel and to sign all applications, fillings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such FCCB Restructuring and any other matter necessary, incidental or ancillary in relation to the FCCB Restructuring as envisaged under this resolution as it may, in its absolute discretion deem fit, without the need for any further authorisations of the shareholders in this regard.

Proposed by: SANTI KUMAR MONDAL

Seconded by: SUSANTA BHOWMICK

**Item No. 2: INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL CHANGES IN THE MEMORANDUM OF ASSOCIATION**

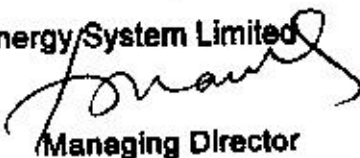
**As a Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 13 read with Section 61 and other applicable provisions, if any, and the Rules made thereunder of the Companies Act, 2013, the approval of the members be and is hereby accorded for increase in the authorized equity share capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) comprising of 3,00,00,000 equity shares of Rs. 10/- each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) comprising of 6,00,00,000 equity shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be replaced with the below Clause:

*The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores Only) comprising of 6,00,00,000 (Six Crores) equity shares of Rs. 10/- (Rupees Ten) each with the power to the company to reduce or increase or consolidate the capital."*

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**RESOLVED FURTHER THAT** any Director of the Company or the Compliance Officer be and are hereby authorized severally to file the required forms with the Registrar of Companies and to do all other such acts, deeds, matters and things as may be considered necessary, desirable, and expedient or appropriate for giving effect to this resolution in all respects as it may, in its absolute discretion, deem fit and proper in the best interests of the Company.

**RESOLVED FURTHER THAT** the copy of this Resolution certified to be true by any of the Board of Directors or the Compliance Officer of Websol Energy System Limited, be submitted to the concerned authorities and they be requested to act thereon."

Proposed By: ARIJIT KUMAR BANERJEE

Seconded by: KINGSHUK DAS

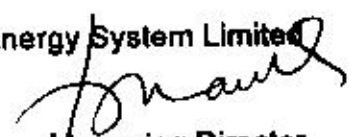
**Item No 3: RE- APPOINTMENT OF MR. SOHAN LAL AGARWAL AS MANAGING DIRECTOR OF THE COMPANY**

**As a Special Resolution:**

**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and approval of the Board and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any Statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 93 of the Articles of Association of the Company, approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Sohan Lal Agarwal, as Managing Director of the Company with effect from 1<sup>st</sup> day of April, 2016 to 31<sup>st</sup> day of March 2021, as well as payment of salary and perquisites (hereinafter referred to as the "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Sohan Lal Agarwal .

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sohan Lal Agarwal shall be as per section 196 and 197 of the Companies Act, 2013, read with Schedule V (Part II- Section II- Remuneration payable by companies having no profit or inadequate profit without Central Government Approval) of the Companies Act, 2013.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director(s) to give effect to the aforesaid resolution.

Proposed by: BARUN CHAND DEY

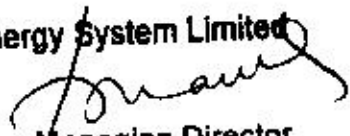
Seconded by: PRODIP GHOSH

**Item No 4: RE- APPOINTMENT OF MRS. SIMA JHUNJHUNWALA AS WHOLE TIME DIRECTOR OF THE COMPANY.**

**As a Special Resolution:**

**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and approval of the Board and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any Statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 93 of the Articles of Association of the Company, approval of the members of the company be and is hereby accorded to the re-appointment of Mrs. Sima Jhunjunwala, as Whole Time Director of the Company with effect from 1st April, 2016 to 31st March, 2021, as well as payment of salary and perquisites (hereinafter referred to as the "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mrs. Sima Jhunjunwala.

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**RESOLVED FURTHER THAT** the remuneration payable to Mrs. Sima Jhunjhunwala shall be as per section 196 and 197 of the Companies Act, 2013, read with Schedule V (**Part II- Section II- Remuneration payable by companies having no profit or inadequate profit without Central Government Approval**) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director(s) to give effect to the aforesaid resolution.

Proposed by: SAMIR KUMAR PYNE

Seconded by: ASHIT KUMAR PATHAK

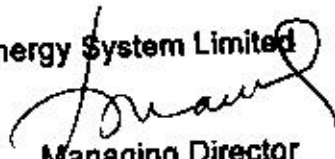
Since the above stated resolutions were proposed and seconded by, the Whole Time Director ordered poll (ballot) to commence on all the resolutions. Thereafter, the Whole Time Director handed over the ballot process to the Scrutinizer and stated that the combined results of remote e-voting and ballot process would be announced on the website of the Company, NSDL and also on the website of the Stock Exchange where the shares of the Company is listed.

The Whole Time Director stated that the meeting would stand concluded when the last ballot paper was put in the ballot box.

#### **VOTE OF THANKS**

The Whole Time Director gave vote of thanks to the Chairman.

**Websol Energy System Limited**

  
Managing Director

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The Scrutinizer's Report dated 27<sup>th</sup> May, 2016, inter alia, containing the consolidated result of the remote e-voting and ballot process at the meeting was presented by the Chairman, in terms of which all the Resolutions were approved by the requisite majority. The said consolidated result, as annexed, was declared by the Company on 27<sup>th</sup> May, 2016 and was posted on the website of the Company, NSDL and the website of the Stock Exchange where the shares of the Company are listed.

**CHAIRMAN**

**Place: KOLKATA**

**Date of Entry: 28<sup>th</sup> May, 2016**

**Annexure**

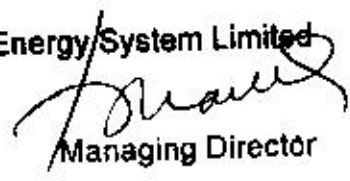
A brief summary of the voting results (remote e-voting and poll) of all the resolutions in respect of all the items of business as contained in the Notice of the EGM dated 26<sup>th</sup> May, 2016 as per Scrutinizer's Report is as follows:

**SPECIAL BUSINESS**

**Item No 1(Special Resolution): AMENDMENT OF THE EXISTING TERMS AND CONDITIONS OF THE FCCBs OF THE COMPANY**

| Total No. of Members Voted | Total No. of Shares Voting | Assent/ in favour of |              |                               | Dissent/Against      |              |                             | Invalid              |              |
|----------------------------|----------------------------|----------------------|--------------|-------------------------------|----------------------|--------------|-----------------------------|----------------------|--------------|
|                            |                            | No. of Members voted | No. of Votes | % of votes in favour of votes | No. of Members voted | No. of Votes | % of votes against of votes | No. of Members voted | No. of Votes |
| 117                        | 10091963                   | 111                  | 10091916     | 99.9998                       | 3                    | 19           | 0.0002                      | 3                    | 28           |

Result: Resolution passed by requisite majority.

WebSol Energy/System Limited  
  
 Managing Director

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**Item No 2( Ordinary Resolution): INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL CHANGES IN THE MEMORANDUM OF ASSOCIATION**

| Total No. of Members Voted | Total No. of Shares Voting | Assent/ In favour of |              |                               | Dissent/Against      |              |                             | Invalid              |              |
|----------------------------|----------------------------|----------------------|--------------|-------------------------------|----------------------|--------------|-----------------------------|----------------------|--------------|
|                            |                            | No. of Members voted | No. of Votes | % of votes in favour of votes | No. of Members voted | No. of Votes | % of votes against of votes | No. of Members voted | No. of Votes |
| 115                        | 10091797                   | 109                  | 10091750     | 99.9998                       | 3                    | 19           | 0.0002                      | 3                    | 28           |

Result: Resolution passed by requisite majority.

**Item No 3( Special Resolution): RE- APPOINTMENT OF MR. SOHAN LAL AGARWAL AS MANAGING DIRECTOR OF THE COMPANY**

| Total No. of Members Voted | Total No. of Shares Voting | Assent/ In favour of |              |                               | Dissent/Against      |              |                             | Invalid              |              |
|----------------------------|----------------------------|----------------------|--------------|-------------------------------|----------------------|--------------|-----------------------------|----------------------|--------------|
|                            |                            | No. of Members voted | No. of Votes | % of votes in favour of votes | No. of Members voted | No. of Votes | % of votes against of votes | No. of Members voted | No. of Votes |
| 115                        | 9311929                    | 107                  | 9311876      | 99.9997                       | 5                    | 25           | 0.0003                      | 3                    | 28           |

Result: Resolution passed by requisite majority.

**Item No 4( Special Resolution): RE- APPOINTMENT OF MRS. SIMA IHUNJHUNWALA AS WHOLE TIME DIRECTOR OF THE COMPANY.**

| Total No. of Members Voted | Total No. of Shares Voting | Assent/ In favour of |              |                               | Dissent/Against      |              |                             | Invalid              |              |
|----------------------------|----------------------------|----------------------|--------------|-------------------------------|----------------------|--------------|-----------------------------|----------------------|--------------|
|                            |                            | No. of Members voted | No. of Votes | % of votes in favour of votes | No. of Members voted | No. of Votes | % of votes against of votes | No. of Members voted | No. of Votes |

**WebSol Energy System Limited**

*[Signature]*  
Managing Director

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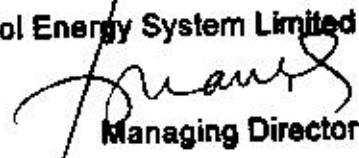


|     |         |     |         |             |   |    |        |   |    |
|-----|---------|-----|---------|-------------|---|----|--------|---|----|
| 114 | 9311928 | 108 | 9311881 | 99.999<br>8 | 4 | 20 | 0.0002 | 2 | 27 |
|-----|---------|-----|---------|-------------|---|----|--------|---|----|

Result: Resolution passed by requisite majority.

CHAIRMAN

Place: Kolkata

Websol Energy System Limited  
  
Managing Director

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