WEBEL SOLAR

Ref: WEBSOL/SE/19-20/010
Date: 05th September, 2019

To, The Manager Listing, **National Stock Exchange of India Limited,** Exchange Plaza, Bandra Kurla Complex, Bandra (E) Scrip code-WEBELSOLAR	To, The Manager Listing, **Bombay Stock Exchange Limited,** Floor 25, PJ Towers, Dalal Street, Mumbai- 400 001 Scrip Code :517498

Dear Sir,

Sub: Intimation of the Book closure date and fixation of the cutoff date for e-voting purpose.

The notice is hereby given that the register of members and share transfer books of the Company will remain closed from Tuesday, 24th September, 2019 till Monday, 23rd September, 2019. (both days inclusive) on account of Annual General Meeting which will be held on Monday 30th September, 2019 at 09.30 A.M.

Further the Company has availed the e-voting services as provided by National Securities Depository Limited (NSDL). The e-voting period commences on Friday, 27th September, 2019 (09.00A.M) and ends on Sunday, 29th September, 2019, (5.00 P.M). The voting rights of the members shall be as per the number of shares held by them as on the cutoff date which is 23rd September, 2019.

Thanking You,

Yours Sincerely,
For Websol Energy System Limited

Authorised Signatory

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 : +91-33-24000375
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. : 91-03174-222932, Fax : 91-03174-222933

www.webelsolar.com

Notice

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Websol Energy System Limited will be held at Nazrul Tirtha,Biswa Bangla Sarani,beside DLF Building, AF Block-(newtown),action area-1A,Newtown Kolkata,West Bengal-700156. on, Monday 30th September, 2019, at 9.30 A.M. to transact the following businesses: -

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, 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 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.

Special Business:

3. Appointment of Mr. Ritesh Ojha (DIN: 08277744) as an Independent Director of the Company

   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 149,152,160 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017(including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 and also relevant provisions of Articles of Association of the Company, Mr. Ritesh Ojha (DIN: 08277744) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from 14th November, 2018 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2018-19 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation.

4. Re-appointment of Mr. Dharmendra Sethia (DIN:06775533) as Non-Executive Director of the Company

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

   "RESOLVED THAT, in accordance with the provisions of Section 152 of the Companies Act, 2013, or any amendment thereto or any modification thereof, this Meeting hereby approves the re-appointment of Mr. Dharmendra sethia (DIN:06775533) as Non-Executive Director, not liable to retire by rotation for the period from 14th August, 2019 till 13th August, 2024.

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

Place : Kolkata
Date : 29th day of May, 2019

Notice

Notes:

a) 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.

b) Corporate members intending to send their authorised 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.

c) Members are requested to bring their attendance slip along with their copy of annual report to the Meeting

d) The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2018.

e) Pursuant to provisions of Section 91 of the Companies Act, 2013, the register of members and transfer books of the Company will be closed from, Saturday 21st September, 2019 till Monday, 30th September, 2019 (both days inclusive), for the purpose of Annual General Meeting.

f) 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.

g) 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.

h) 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.

i) 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.

j) 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.

k) Information relating to the Directors retiring by rotation and seeking re-appointment at this Meeting, as required under LODR 2015 with the Stock Exchanges, is annexed to this Notice.

l) The instructions for shareholders voting electronically are as under:

Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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.

Notice

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 27th September, 2019 (09:00 am) and ends on 29th September, 2019 (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 23rd September, 2019, 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.nsdl.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 cs.aaa.2014@gmail.com with a copy marked to 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 (Remote e-voting Event 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.nsdl.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 23rd September, 2019.

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. 23rd September, 2019, may obtain the login ID and password by sending a request at 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 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.

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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 only 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 “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

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 favour 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company 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/-

Place : Kolkata
Date : 29th day of May, 2019

Sohan Lal Agarwal
(Managing Director)

EXPLANATORY STATEMENT (Pursuant to Section 102 OF THE COMPANIES ACT, 2013)

Agenda Item No 3: Appointment of Mr. Ritesh Ojha (DIN: 08277744) as an Independent Director of the Company

Mr. Ritesh Ojha (DIN: 08277744) was appointed as an Additional Director in the capacity of Independent Director of the Company, with effect from 14th November, 2018. In terms of provisions of section 161 of the Companies Act, 2013, he holds office up to the ensuing Annual General Meeting of the Company.

Mr. Ritesh Ojha being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 2024. A notice has been received from a member proposing Mr. Ritesh Ojha as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Ritesh Ojha fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ritesh Ojha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ritesh Ojha as an Independent Director, for the approval by the shareholders of the Company.

The details of Mr. Ritesh Ojha as required to be given in terms of Regulation 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointment/re-appointment.

The Board of Directors recommend passing of the Ordinary Resolution to appoint Mr. Ritesh Ojha as Independent Director for a term of 5 (five) years. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda 4 of the accompanying notice.

Except for Mr. Ritesh Ojha, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No 4: Re-appointment of Mr. Dharmendra Sethia (DIN:06775533) as Non-Executive Director of the Company

Mr. Dharmendra Sethia (DIN: 06775533) was appointed as the Independent Director of the Company for a term of 5 (five) years, whose term expires on 13th August, 2019. In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, Mr. Dharmendra Sethia are eligible for appointment as Independent Director for another term of 5(five) years subject however to approval of the shareholders by way of a special resolution.

Accordingly, on the basis of performance evaluation, the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company at their meetings held on 11.06.2018,31.08,2018 and 11.02.2019 have recommended appointment of Mr. Dharmendra Sethia as Independent Director of the Company for a term of 5(five) years i.e. for the period from 14th August, 2019 till 13th August, 2024. Mr. Dharmendra Sethia has given his consent to act as Independent Director for another term of five years along with a declaration to the Board that they meet the criteria for Independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations.

Notice

In the opinion of the Board of Directors of the Company, Mr. Dharmendra Sethia fulfill the conditions specified in the Companies Act, 2013 and the Listing Regulation for appointment as Independent Director and are Independent of the Management of the Company. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. Further it is felt that the Company would continue to be benefitted by his rich experience and expertise, if he is re-appointed for a term of 5(five) years.

A copy of the draft letter of appointment of the Independent Director setting out the term and conditions for appointment shall be open for inspection at the Company's Registered Office between 2.00 PM and 5.00 PM on all working days (except Saturday, Sunday and Holidays).

The details of Mr. Dharmendra Sethia as required to be given in terms of Regulation 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointment/re-appointment.

The Board of Directors recommend passing of the Special Resolution to re-appoint Mr. Dharmendra Sethia as Independent Director for a term of 5 (five) years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda 5 of the accompanying notice.

Except for Mr. Dharmendra Sethia, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Particulars of Directors seeking appointment/reappointment at the Annual General Meeting

Name	**Mr. Sohan Lal Agarwal**
Date of birth	**04.03.1946**
Experience in Specific Functional Area	**Solar Industry**
Qualification	**Graduate in Commerce**
Directorship in other Companies as on 31.03.2019	1. **S. L. Industries Pvt Ltd** 2. **Websol Green Projects Pvt Ltd**
No. of Shares held	**2069208**

Name	**Mr. Dharmendra Sethia**
Date of birth	**12.02.1972**
Experience in Specific Functional Area	**Solar Industry**
Qualification	**Graduate in Commerce**
Directorship in other Companies as on 31.03.2019	**1. Tysom Agencies Pvt ltd** **2. Northbrook Jute Company Limited** **3. Subhlaxmi Sale Private Limited** **4. Sanchi Traders Pvt Ltd** **5. Moonlink Dealer Private Limited**
No. of Shares held	**NIL**

Name	**Mr. Ritesh Ojha**
Date of birth	**15.05.1988**
Experience in Specific Functional Area	**Company Laws & SEBI Regulations**
Qualification	**Graduate in Commerce, Company Secretary**
Directorship in other Companies as on 31.03.2019	**NONE**
No. of Shares held	**NIL**

ROAD MAP OF NAZRUL TIRTHA