N O T I C E

TO THE MEMBERS,

NOTICE is hereby given that the 30th Annual General Meeting of the members of Websol Energy System Limited will be held on Thursday, the 31st day of December, 2020 at 11:00 A.M through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the following items of business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statement) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon;

AS SPECIAL BUSINESS:

2. APPOINTMENT OF MS. SREERAM VASANTHI AS AN EXECUTIVE WOMEN DIRECTOR

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

"**RESOLVED THAT** Ms. Sreeram Vasanthi (DIN : 00289326) who was appointed as an Additional Director of the Company by Board of Directors with effect from 31.07.2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with requisite deposit from her proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Women Director of the Company whose period of office shall be liable to determine by the retirement of Directors by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, jointly and /or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, and/or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies.

3. APPOINTMENT OF MR. SUMIT KUMAR SHAW AS AN EXECUTIVE DIRECTOR

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

RESOLVED THAT Mr Sumit Kumar Shaw (DIN: 08988810) who was appointed as an Additional Director of the Company by Board of Directors with effect from 04.12.2020 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with requisite deposit from her proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company whose period of office shall be liable to determine by the retirement of Directors by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, jointly and /or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, and/or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies.

4. RE-APPOINTMENT OF MR. DEVEN KAUSHIK AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013('The Act") read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Deven Kaushik (DIN: 07096599) who holds office of Independent Director upto the end of this Annual General Meeting and who has submitted that he meets the criteria for Independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable for rotation, for a second term of five consecutive years upto the conclusion of the 35th Annual General Meeting of the Company to be held in the calendar year 2025.

By order of the Board
For WEBSOL ENERGY SYSTEM LIMITED

Sd/-
COMPANY SECRETARY
Membership No: ACS 54355

Place: Kolkata
Date: 04th December, 2020

Regd. Office:
WEBSOL ENERGY SYSTEM LIMITED
CIN: L29307WB1990PLC048350
Plot No. 849, Block P
48 Pramatha Choudhary Sarani
2nd Floor New Alipore
Kolkata - 700053
Phone: +91 -33-24000419
Fax: +91-33-24000375
E-mail: investors@webelsolar.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act") setting out material facts concerning the business under item Nos. 2 to 4 of the accompanying Notice, is annexed hereto and forms part of the notice. The Board of Directors of the Company at its meeting held on December 04, 2020 considered that the special business(es) under Item Nos. 2 to 4, being considered unavoidable, be transacted at the 30th Annual General Meeting (AGM) of the Company.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from December 25, 2020 to December 31, 2020 (both days inclusive).
3. **General instructions for accessing and participating in the 30th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**
   a. In view of the outbreak of the COVID-19 pandemic, the continuing restriction on movement of persons at several places in the country and social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 20/2020 dated May 5, 2020 read with Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April13, 2020 (collectively referred to as "MCA Circulars") have permitted the holding of the AGM through VC/ OAVM facility, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the said MCA circulars, the 30th AGM of the Company will be conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. Hence, Members will be required to attend and participate in the AGM through VC/OAVM only.

Further, for the purpose of technical compliance of the provisions of Section 96(2) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled, i.e., the Registered Office of the Company.

b. **In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 30th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

c. In pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 30th AGM through VC/OAVM Facility and e-Voting during the 30th AGM. Institutional/ Corporate Members (i.e. other than Individuals/ HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to alassociates2014@gmail.com with a copy marked to evoting@nsdl.co.in.

d. In line with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"), the Notice of the 30th AGM *inter-alia*, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 30th AGM and Annual Report 2019-20 will be available on the website of the Company at www.webelsolar.com, on the website of the stock exchanges i.e. BSE at www.bseindia.com, on the website of NSE at www.nseindia.com. Notice of 30th AGM will also be available on the website of NSDL at www.evoting.nsdl.co.in

e. In compliance with the aforesaid Circulars, the Company shall publish a public notice by way of an advertisement in Financial Express and in Ekdin, both having a wide circulation in Kolkata, where the registered office of the Company is situated and having electronic editions, *inter alia*, advising the Members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

f. Since the 30th AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

g. National Securities Depositories Limited ("NSDL") will be providing e-voting facility (remote e-voting and voting at 30th AGM) to the shareholders of the Company in order to cast their votes electronically in terms of aforesaid MCA Circulars.

h. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the Cut-off date, i.e., December 24, 2020.

i. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 30th AGM.

j. Members may join the 30th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 A.M IST, i.e., 15 minutes before the time scheduled to start the 30th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 30th AGM.

k. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., 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. can attend the 30th AGM without any restriction on account of first-come-first-served principle.

l. Attendance of the Members participating in the 30th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

m. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with aforesaid MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means

4. Instructions for Members for Remote e-Voting are as under:-

a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the

Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

b) National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the 30th AGM through VC/ OAVM and e-voting during the AGM.

c) The **remote e-Voting period will commence on December 28, 2020 (10:00 am IST) and end on December 30, 2020 (5:30 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 24, 2020, may cast their vote by remote e-Voting**. The remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

d) A person who is not a Member as on the cut-off date should treat this Notice of 30th AGM for information purpose only.

e) The details of the process and manner for remote e-Voting are explained herein below:
Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under'Shareholders' section.

iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing ID as login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.

iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 113480 then user ID is 113480001***

5. Your password details are given below:

i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

iii. How to retrieve your 'initial password'?

a) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:

i. “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.co.in
ii. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.co.in
iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
viii. Now, you will have to click on “Login” button.
ix. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
iii. Select “EVEN” of the Company.
iv. Now you are ready for e-Voting as the Voting page opens.
v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

f) In case of any query/grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL’s e-voting website i.e www.evoting.nsdl.com or call on Toll Free No :1800 222 990 or contact Mr. Amit Vishal Senior Manager/ Ms. Pallavi Mahatre Manger of NSDL , at telephone no. 022-24994360/ 022 24994545 or at E-mail ID: **evoting@nsdl.co.in**. Members may also write to the Company Secretary at the email address: investors@webelsolar.com.

5. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 30th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of:
   i. a signed request letter mentioning your name, folio number and complete address;
   ii. self-attested scanned copy of the PAN Card; and
   iii. any address proof document of the Member (such as Driving Licence, Bank Statement, Election Card, Passport AADHAR Card); to the email address, investors@webelsolar.com.
b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:
   i. a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID);
   ii. self-attested scanned copy of client master or Consolidated Demat Account statement; and
   iii. self-attested scanned copy of the PAN Card, to the email address, investors@rupa.co.in.
c) Alternatively, Member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in point (a) or (b), as the case may be

6. Instructions for Members for participating in the 30th AGM through VC/OAVM are as under:

a) Members will be able to attend the 30th AGM through VC/OAVM Facility through the NSDL e-Voting system at https://www.evoting.nsdl.com under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company’s 30th AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the 30th AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
b) Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

c) Please note that Members connecting from mobile devices or tablets or through laptops, etc. 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.

d) Members can submit questions in advance with regard to the financial statements or any other matter to be place at the 30th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address: investors@webelsolar.com.in atleast 48 hours in advance before the start of the meeting, i.e., by 29th December, 2020 by 11:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

e) Members, who would like to ask questions during the 30th AGM with regard to the financial statements or any other matter to be placed at the 30th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address: investors@webelsolar.com, atleast 48 hours in advance before the start of the 30th AGM i.e. by December 29, 2020 by 11:00 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 30th AGM, depending upon the availability of time. The Company/ the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers for smooth conduct of the 30th AGM.

f) Queries on the businesses covered in the Notice may be sent to the Company Secretary, in advance, so that the answers may be made readily available at the Meeting.

7. Instructions for Members for e-Voting during the 30th AGM are as under:

a) Members may follow the same procedure for e-Voting during the 30th AGM as mentioned above for remote e-Voting.

b) Only those Members, who will be present in the 30th AGM through VC/OAVM Facility and have not cast 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 in the 30th AGM.

c) The Members who have cast their vote by remote e-Voting prior to the 30th AGM may also participate in the 30^{th} AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

d) The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 30th AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder:
Mr. Amit Vishal, Senior Manager, NSDL, at the designated email ID:amitv@nsdlco.in.or at telephone number 022-24994360, Ms. Pallavi Mhatre., Manager, NSDL at the designated email ID: pallavim@nsdl.co.in. or at telephone number 022 24994545..

8. Other Guidelines for Members

a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

b) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of December 24, 2020.

c) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 30th AGM by email and holds shares as on the cut-off date, i.e., December 24, 2020, may obtain the User ID and password by sending a request to the email address, investors@webelsolar.com. 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?" or "Physical User Reset Password?" option available on www.evoting.nsdl.co.in

d) 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 or casting vote through e-Voting system during the meeting.

e) Ms. Priti Agarwal, Partner of M/s A L & Associates, Practicing Company Secretary (Membership No. FCS 10877 and Certificate of practice No. 9937) has been appointed as the Scrutinizer to scrutinize the e-voting process including the remote e-voting in a fair and transparent manner.

f) During the 30th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 30th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 30th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 30th AGM.

g) The Scrutinizer shall after the conclusion of e-Voting at the 30th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty-eight) hours from the conclusion of the 30th AGM, who shall then countersign and declare the result of the voting forthwith.

h) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.webelsolar.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately communicated to the stock exchanges, where the shares of the Company are listed.

9. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 30th AGM, *interalia*, indicating the process and manner of voting through electronic means and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for financial year 2019-20, are being sent only by email to the Members. The Companies Act, 2013, in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 30th AGM and the Annual Report for the financial year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address: investors@webelsolar.com.

b) For the Members holding shares in demat form, please update your email address through your respective Depository Participants.

10. The Notice of the 30th AGM and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for the financial year 2019-20, will be available on the website of the Company at www.webelsolar.com and the website of the stock exchanges, where the shares of the Company are listed. The Notice of 30th AGM will also be available on the website of NSDL.

11. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 1, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form. In exceptional cases, the transfer of physical is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MISRD/DOS3/CIR/P/2018/139 dated November 6, 2018.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the RTA or the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA or the Company.

14. Electronic copy of all the documents referred to in the accompanying Notice of the 30th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.webelsolar.com

15. During the 30th AGM, Members may inspect the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, on the website of NSDL at https://www.evoting. nsdl.co.in, upon login to NSDL e-voting systems.

16. Details as required in Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 30th AGM, forms integral part of the Notice of the 30th AGM. Requisite declarations have been received from the Directors for seeking

appointment/ reappointment. Members are requested to visit the website of the Company, www.webelsolar.com, for viewing the Quarterly and Annual Financial Results and for more information about the Company. Further, the Notice for this AGM, along with requisite documents, and the Annual Report for the Financial Year 2019-20 shall also be available on the website of the Company at www.webelsolar.com

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 RELATING TO SPECIAL BUSINESS SET OUT IN THE ANNEXED NOTICE

RELATING TO ITEM NO. 2

Ms. Sreeram Vasanthi (DIN: 00289326) was appointed as an additional Director by your board in its meeting held on 31.07.2020. In accordance with the provisions of Section 160 & 161 to the Act, appointment of an Additional Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Sreeram Vasanthi be appointed as a Director of the Company. The appointment of Ms. Sreeram Vasanthi shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sreeram Vasanthi for the office of Director of the Company. Ms. Sreeram Vasanthi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received written confirmation from her that she is not disqualified to act as such. In the opinion of the Board, Ms. Sreeram Vasanthi fulfills the conditions for his appointment as Director as specified in the Act and the Listing Agreement. Ms. Sreeram Vasanthi possesses appropriate skills, experience and knowledge.

The details of Mrs Sreerram Vsanthi 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 Mrs Sreeram Vasanthi as an Executive Women Director. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda 2 of the accompanying notice.

RELATING TO ITEM NO. 3

Mr Sumit Kumar Shaw (DIN: 08988810) was appointed as an Additional Director in the capacity of Executive Director of the Company, with effect from 4th December, 2020. 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.

A notice has been received from a member proposing Mr Sumit Kumar Shaw as a candidate for the office of Director of the Company. In the opinion of the Board, Mr Sumit Kumar Shaw fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Executive 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 Sumit Kumar Shaw as an Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr Sumit Kumar Shaw as an Executive Director, for the approval by the shareholders of the Company.

The details of Mr Sumit Kumar Shaw 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 Sumit Kumar Shaw as Executive Director. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda 3 of the accompanying notice.

Except for Mr Sumit Kumar Shaw, 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.

RELATING TO ITEM NO. 4

Mr Deven Kaushik (DIN:07096599) was appointed as the Independent Director of the Company for a term of 5 (five) years, whose term expires in the ensuing AGM. In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, Mr Deven Kaushik 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 December 4,2020 Have recommended appointment of Mr Deven Kaushik as Independent Director of the Company for a term of 5(five) years. Mr Deven Kaushik 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.

In the opinion of the Board of Directors of the Company, Mr Deven Kaushik 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 Deven Kaushik 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 Deven Kaushik 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 4 of the accompanying notice.

Except for Mr Deven Kaushik, 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.

Route Map and Prominent Landmark of AGM Venue and Attendance Slip.

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at the Registered Office of the Company at Plot No. 849, Block P 48 Pramatha Choudhary Sarani 2nd Floor New Alipore Kolkata 700053. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.

Annexure A

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

Name	Mrs Vasanthi Sreeram	Mr Sumit Kumar Shaw	Mr Deven Kaushik
Date of birth	29.06.1969	17.01.1985	19.04.1986
Experience in Specific Functional Area	Having 25 years (approx.)experience in technical field	Having 10 years working experience in accounts & finance	Having 10 years working experience in accounts & finance
Qualification	MSC-PHYSICS & M.TECH – ELECTRICAL STUDIES	CA,CS,M.COM	CS,M.COM,CMA
Directorship in other Companies as on 31.03.20120	Nil	Nil	Nil
Date of First Appointment on the Board	31.07.2020	04.12.2020	11.02.2015
Relation with other Directors or Key Managerial Personnel of the Company	None	Appointed as CFO cum additional director	None
No. of Shares held	Nil	Nil	Nil

Ballot Form

No.

Registered Folio No.	DP ID No.	Client ID No.	No. of shares held

Name and address of the sole/
First named shareholder

Joint Holder's Name (if any)

I/We hereby exercise my/our vote in respect of the Resolutions to be passed in the AGM for the businesses stated in the Notice of the Company dated 31st December, 2020 by sending my/our assent or dissent to the said resolutions by placing a tick (√) mark in the appropriate box below:

Item No.	Description	No. of shares Held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Consideration and adoption of the Audited Financial Statement, Consolidated Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2020			
2.	Appointment Of Ms. Sreeram Vasanthi as Executive Women Director			
3.	Appointment Of Mr. Sumit Kumar Shaw as Executive Director			
4.	Re- Appointment Of Mr. Deven Kaushik as Independent Director			

Place :
Date:

Signature of the Shareholder

Note:
(1) Please read the instructions carefully before exercising your vote.
(2) The remote e-voting particulars are set out below:

REMOTE E-VOTING PARTICULARS	
Commencement of remote e-voting	**End of remote e-voting**
Monday, 28th December, 2020 at 10:00 A.M.	Wednesday, 30th December, 2020 at 5:30 P.M.

EVSN (E-voting Sequence No.)	USER ID	PAN / SEQUENCE NO.
115340		

Please read the instructions mentioned in the Notice dated 04th December, 2020 before availing remote e-voting facilities.