



Date: 23rd September, 2023

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400 001
Scrip Code: 517498

To,
National Stock Exchange of India Limited
Capital Market - Listing, Exchange Plaza
5th Floor, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051
Symbol- WEBELSOLAR

Dear Sir/Madam,

Sub: Voting Results of the 33rd Annual General Meeting (AGM) held on 21st September, 2023
Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith the voting results along with Scrutinizers Report of the 33rd Annual General Meeting (AGM) of the Company held on Thursday, 21st September, 2023 at 01:00 P.M. through Video Conferencing (VC)/ Other Audio-Visual means (OAVM).

This is for your information and records.

Thanking you.

Yours faithfully,

For Websol Energy System Limited

SUMIT KUMAR SHAW
Digitally signed by
SUMIT KUMAR SHAW
Date: 2023.09.23
11:10:23 +05'30'

Sumit Kumar Shaw
Company Secretary

Encl: As above

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

Corporate Office and Plant:

Sector II, Falta Special Economic Zone, Falta
24 Parganas (South), West Bengal, India, Pin- 743504
Ph.: 91-3174-222932, Fax: 91-3174-222933
E-mail: websol@webelsolar.com

WEBSOL ENERGY SYSTEM LIMITED - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	21st September, 2023
Total Number of Shareholders on record date	60994
No. of shareholders present in the meeting either in person or through proxy or through E-voting:	NA*
Promoter & Promoter group	0
Public	-
Total	0
No. of shareholders attended the meeting through Video Conferencing:	
Promoter & Promoter group	1
Public	100
Total	101

*Since this AGM was held through Video Conferencing/Other Audio-Visual Means, the facility to appoint proxy to attend and cast vote for the members was not available for this AGM.

The mode of voting for all resolution was Remote E-Voting which commenced on Monday, 18th September, 2023 (9:00 am) & ended on Wednesday, 20th September, 2023 (5:00 pm) and e-voting during the AGM held on Thursday, 21st September, 2023.

Agenda - wise disclosure (to be disclosed separately for agenda item)

1. Ordinary Resolution			To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting*	10384802	10384802	100.0000	10384802	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10384802	100.0000	10384802	0	100.0000	0.0000
Public - Institutional holders	E-Voting*	1611558	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Voting*	26801058	1986590	7.4124	1985862	728	99.9634	0.0366
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1986590	7.4124	1985862	728	99.9634	0.0366
Total		38797418	12371392	31.8872	12370664	728	99.9941	0.0059

2. Ordinary Resolution			To appoint a director in place of Mrs. Dipti Budhia (DIN:03076890), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-election.					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting*	10384802	10384802	100.0000	10384802	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10384802	100.0000	10384802	0	100.0000	0.0000
Public - Institutional holders	E-Voting*	1611558	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Voting*	26801058	1986090	7.4105	1985350	740	99.9627	0.0373
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1986090	7.4105	1985350	740	99.9627	0.0373
Total		38797418	12370892	31.8859	12370152	740	99.9940	0.0060

3. Ordinary Resolution			Re-appointment of M/s. G. P. Agrawal & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of five consecutive years.					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting*	10384802	10384802	100.0000	10384802	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10384802	100.0000	10384802	0	100.0000	0.0000
Public - Institutional holders	E-Voting*	1611558	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Voting*	26801058	1985590	7.4086	1984674	916	99.9539	0.0461
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1985590	7.4086	1984674	916	99.9539	0.0461
Total		38797418	12370392	31.8846	12369476	916	99.9926	0.0074

4. Special Resolution			Appointment of Ms. Sanjana Khaitan (DIN: 07232095) as a Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting*	10384802	10384802	100.0000	10384802	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10384802	100.0000	10384802	0	100.0000	0.0000
Public - Institutional holders	E-Voting*	1611558	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Voting*	26801058	1985590	7.4086	1984679	911	99.9541	0.0459
	Poll		0	0.0000	0	0	0.0000	0.0000

	Postal Ballot (if applicable)	20001058	0	0.0000	0	0	0.0000	0.0000
	Total		1985590	7.4086	1984679	911	99.9541	0.0459
Total		38797418	12370392	31.8846	12369481	911	99.9926	0.0074

5. Special Resolution			Appointment of Mr. Kushal Agarwal (DIN:10266809) as a Non-Executive Independent Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting*	10384802	10384802	100.0000	10384802	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10384802	100.0000	10384802	0	100.0000	0.0000
Public - Institutional holders	E-Voting*	1611558	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Voting*	26801058	1985590	7.4086	1984855	735	99.9630	0.0370
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1985590	7.4086	1984855	735	99.9630	0.0370
Total		38797418	12370392	31.8846	12369657	735	99.9941	0.0059

6. Special Resolution			To Offer, Issue and Allot Equity Shares of the Company on Preferential Basis.					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting*	10384802	10384802	100.0000	10384802	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10384802	100.0000	10384802	0	100.0000	0.0000
Public - Institutional holders	E-Voting*	1611558	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Voting*	26801058	1985590	7.4086	1984792	798	99.9598	0.0402
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1985590	7.4086	1984792	798	99.9598	0.0402
Total		38797418	12370392	31.8846	12369594	798	99.9935	0.0065

*E-Voting includes both remote e-voting and e-voting during the AGM

For Websol energy System Limited

SUMIT KUMAR
SHAW
Sumit Kumar Shaw
Company Secretary

Digitally signed by SUMIT KUMAR SHAW
Date: 2023.09.23 10:52:39 +05'30'

CS ABHIJIT MAJUMDAR

Practicing Company Secretary, Corp. Law & MSME Consultant

(A Peer Review Certified Practice Unit)

M.Com. (Gold Medalist), LLB,

Cost & Management Accountant and Company Secretary



[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairman
Websol Energy System Limited
Plot No. 849, Block P,
48 Pramatha Choudhary Sarani,
2nd Floor New Alipore,
Kolkata-700053

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through E-voting system at the 33rd Annual General Meeting (AGM) and Remote E-voting on the resolution proposed at the AGM of the Members of Websol Energy System Limited (CIN: L29307WB1990PLC048350) held through Video Conferencing/ OAVM facility on 21st September, 2023 at 01.00 PM

I, Abhijit Majumdar, Practicing Company Secretary, (Membership No. 9804, CP No.18995) have been appointed by the Board of Directors of **Websol Energy System Limited** ("the Company") to act as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting and e-voting system at the AGM) of the AGM of the Company, held through video conferencing /OAVM on Thursday, 21st September, 2023 at 01:00 P.M., in compliance with section 108 of the Companies Act, 2013, Rules 20 and 21 of the Companies (Management and Administration), Rules, 2014, as amended, read with MCA Circulars, other relevant provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India ("SEBI Listing Regulations") in respect on below mentioned resolutions proposed at the said AGM.

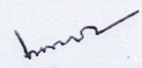
The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under read with the "relevant Circulars", relating to e-voting process is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process both through e-voting and e-voting system at the AGM are conducted in a fair and transparent manner and to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide remote e-voting and e-voting system facility.

The Notice dated 21st August, 2023 along with the statement under Section 102 of the Companies Act, 2013, convening the AGM of the Company through Video Conferencing/OVAM on 21st September, 2023, was sent through electronic mode to those shareholders whose e-mail addresses were registered with the Company/Depositories, in accordance with MCA Circulars.

Flat. No. B-13/5, Mangalik Housing Complex, Hiland Park, Kolkata 700094

E Mail: majumdar_abhijeet@yahoo.co.in, abhijitmajumdar365@gmail.com

Mob: - 9874481010/9433179166


Abhijit Majumdar
Company Secretary in Practice
C.O.P. No.-18995

CS ABHIJIT MAJUMDAR

Practicing Company Secretary, Corp. Law & MSME Consultant

(A Peer Review Certified Practice Unit)

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The Members of the Company holding shares on the cut-off date i.e. 14th September, 2023 were entitled to vote on the resolutions as set out in the Notice of the AGM.

In this regard, I hereby submit my report asunder:

The Company has availed the services of National Securities Depository Limited ("NSDL") as the agency for providing facility for remote e-voting, participation in the AGM through VC/OVAM and e-voting during the AGM.

1. The remote e-voting period commenced from 18th September, 2023 at 9.00 A.M. and ended on 20th September, 2023 at 5.00 P.M. and the remote e-voting module was disabled by NSDL thereafter.
2. The Company had also provided facility for voting through electronic voting system of NSDL during the AGM.
3. Subsequent to the conclusion of the AGM, I unblocked the electronic votes cast both through remote e-voting and e-voting system during the AGM, in the presence of two witnesses as prescribed under sub rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. We have Scrutinized the vote cast both through remote e-voting and e-voting system during the AGM for the purpose of this Report.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system during the AGM, asunder:

ORDINARY BUSINESS

Item No 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in remote e voting & e voting at AGM	Total	%
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Cost & Management Accountant and Company Secretary



	No of Shareholders	No of Votes	No of Shareholders	No of Votes	
Assent	164	12370664	164	12370664	99.99
Dissent	37	728	37	728	0.01
Total	201	12371392	201	12371392	100.00

Item No 2: Ordinary Resolution

To appoint a director in place of Mrs. Dipti Budhia (DIN:03076890), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-election.

Particulars	No. of votes contained in remote e voting & e voting at AGM		Total		%
	No of Shareholders	No of Votes	No of Shareholders	No of Votes	
Assent	162	12370152	162	12370152	99.99
Dissent	38	740	38	740	0.01
Total	200	12370892	200	12370892	100.00

Item No 3. ORDINARY RESOLUTION

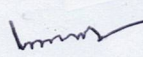
Re-appointment of M/s. G. P. Agrawal & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of five consecutive years

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the ‘Rules’), including any statutory amendments or modifications or reenactments thereof for the time being in force, and pursuant to recommendation made by the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of M/s. G. P. Agrawal & Co., Chartered Accountants (FRN 302082E), as the Statutory Auditor of the Company for the second

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consecutive term of five years, from the conclusion of 33rd Annual General Meeting of the Company until the conclusion of the 38th Annual General Meeting of the Company at such remuneration as may be mutually decided.”

Particulars	No. of votes contained in remote e voting & e voting at AGM		Total		%
	No of Shareholders	No of Votes	No of Shareholders	No of Votes	
Assent	160	12369476	160	12369476	99.99
Dissent	40	916	40	916	0.01
Total	200	12370392	200	12370392	100.00

SPECIAL BUSINESS

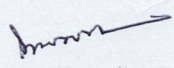
Item No 4: Special Resolution

“RESOLVED THAT pursuant to Section 152, 197, 198 of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 read with rules made thereunder and on the recommendation of Nomination and Remuneration Committee and Board of Directors (including any statutory amendments or modifications or re-enactments thereof for the time being in force), Ms. Sanjana Khaitan (DIN: 07232095), in respect of whom the Company has received a notice of candidature under Section 160, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation, for a term of 3 (three) consecutive years commencing from 12th November, 2022 on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Executive Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profit are inadequate during the tenure of Ms. Sanjana Khaitan (DIN: 07232095), the remuneration shall be paid to her as per Schedule V of the Companies Act, 2013.

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Cost & Management Accountant and Company Secretary



RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Particulars	No. of votes contained in remote e voting & e voting at AGM		Total		%
	No of Shareholders	No of Votes	No of Shareholders	No of Votes	
Assent	162	12369481	162	12369481	99.99
Dissent	38	911	38	911	0.01
Total	200	12370392	200	12370392	100.00

Item No 5: Special Resolution

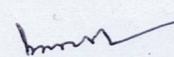
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Kushal Agarwal (DIN:10266809), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice of candidature under Section 160, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 3rd August, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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Cost & Management Accountant and Company Secretary



Particulars	No. of votes contained in remote e voting & e voting at AGM		Total		%
	No of Shareholders	No of Votes	No of Shareholders	No of Votes	
Assent	164	12369657	164	12369657	99.99
Dissent	36	735	36	735	0.01
Total	200	12370392	200	12370392	100.00

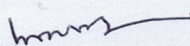
Item No 6: Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the ‘Act’), in accordance with the provisions of the Memorandum and Articles of Association of Websol Energy System Limited (‘the Company’), and pursuant to the provisions under the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the ‘SEBI (ICDR) Regulations’), the regulations issued by the Securities and Exchange Board of India (‘SEBI’), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the ‘Listing Regulations’), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the “SEBI Takeover Regulations”), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), SEBI, the BSE Limited, the National Stock Exchange of India Limited (hereinafter collectively referred as the ‘Stock Exchanges’), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed

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Abhijit Majumdar
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to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 36,08,929 (Thirty-Six Lakhs Eight Thousand Nine Hundred and Twenty-Nine) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each fully paid- up, on a preferential basis to the Proposed Allottees at an Issue Price of Rs. 112/- (Rupees One Hundred and Twelve Only) per equity share [including a premium of Rs. 102/- (Rupees One Hundred and Two Only) per equity share, or such higher price which shall not be less than the price determined as per the applicable guidelines, aggregating to an amount not exceeding Rs. 40,42,00,048/- (Rupees Forty Crores Forty-Two Lakhs and Forty-Eight Only) upon conversion of unsecured loan from the Promoters / Promoter Group and in cash from all the Other Investors in accordance with Regulation 164 (1) read with Regulation 166A of Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares to be allotted	Allottee is: QIB/ MF/ FI/ Trust/ Banks/ Others	Mode of payment
A.	Promoter Group:			
	S L Industries Pvt. Ltd	2,46,429	Others	Upon conversion of unsecured loan to the extent of Rs. 2.76 Crores by S L Industries Pvt Ltd and Rs. 11.90 Crores by Websol Green Projects Pvt Ltd.
	Websol Green Projects Pvt Ltd	10,62,500		
	Total (A)	13,08,929		
B.	Other Investors:			
	Rajinder Kumar Jain	1,00,000	Others	Cash
	Devanshi Marfatia	1,00,000	Others	Cash

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Sanjeev Poddar	1,00,000	Others	Cash
Indus Equity Advisors Pvt. Ltd.	1,00,000	Others	Cash
Adivam Family Trust	2,00,000	Trust	Cash
Ankita Rajeev Choksey	1,00,000	Others	Cash
Naomi Mathews	1,00,000	Others	Cash
Abraham George	4,00,000	Others	Cash
Raju Omprakash Agarwal	4,00,000	Others	Cash
Priyanka Mishra	2,00,000	Others	Cash
Rekha Bagrodia	1,00,000	Others	Cash
Anita Jaideep Sampat	2,00,000	Others	Cash
Malti Narendra Sampat	2,00,000	Others	Cash
Total (B)	23,00,000		
Total (A+B)	36,08,929		

“RESOLVED FURTHER THAT the relevant date for the purpose of determining the minimum price for Preferential Issue of the Equity shares to be issued in accordance with the SEBI (ICDR) Regulations be fixed as Tuesday, August 22, 2023, being 30th day prior to September 21, 2023 i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 62(1)(c) of the Companies Act, 2013 (to the extant rules notified) to consider the proposed preferential issue.”

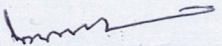
“RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity shares to the Promoters/Promoter Group and Other Investors of the company under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (i) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the equity shares except in regard to the equity shares issued against conversion of unsecured loan;
- (ii) The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for conversion of the outstanding unsecured loan of the

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- Promoter / Promoter group Allottees and against cash consideration for Other investors, as applicable;
- (iii) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
 - (iv) The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that, if any approval or permission by any regulatory authority / Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s);
 - (v) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
 - (vi) The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the dividend and voting rights, if any;
 - (vii) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and
 - (viii) The equity shares so offered, issued and allotted will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be."

"RESOLVED FURTHER THAT the consideration to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company except for the extinguishment of outstanding loan amount and shall be utilized by the Company in accordance with Section 42 of the Act."

"RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

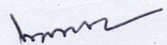
"RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Abhijit Majumdar (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity shares, subject to the provisions of the Act

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and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHERTHAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the proposed allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the Stock Exchanges for obtaining in- principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.”

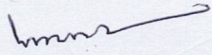
“RESOLVED FURTHERTHAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

Particulars	No. of votes contained in remote e voting & e voting at AGM		Total		%
	No of Shareholders	No of Votes	No of Shareholders	No of Votes	

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Assent	162	12369594	162	12369594	99.99
Dissent	38	798	38	798	0.01
Total	200	12370392	200	12370392	100.00

Based on the foregoing, the resolution no.(s) 1 to 6 shall be deemed to have been passed with requisite majority.

In terms of the provisions of Rules 20(4)(xiv), of the Companies Act (Management and Administration)AmendmentRules,2015,IhavemaintainedseparateRegistersforvotecastthrough remotee-votingand e-voting system during the AGM in electronic form. The registers and all other papers relating toelectronic voting shall remain in my safe custody until the Chairman signs the Minutes of AGM and thesameshallbe handedoverthereaftertotheCompanySecretary for safe keeping.

Thanking You,

Yours Faithfully,

Abhijit Majumdar
Company Secretary in Practice
(Abhijit Majumdar)
C.O.P. No.: 18995
Practicing Company Secretary
Membership No.: 9804
COP No.: 18995

Date: 21.09.2023
Place: Kolkata

UDIN: A009804E001048138

Peer Review Certificate No. 1341/2021

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