

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



SCRUTINIZER'S REPORT

To,
The Chairperson,
Websol Energy System Limited,
52/1, Shakespeare Sarani,
Unimark Asian 8th Floor
Kolkata-700017
[CIN: L29307WB1990PLC048350]

Subject: Scrutinizer's Report on Postal Ballot Process conducted pursuant to the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and in terms of General Circular No.14/2020 dated 8th April 2020 and General Circular No.17/2020 dated 13th April, 2020 read with General Circular No. 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars")

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of M/s Websol Energy System Limited ("the Company") on 22nd June, 2026, I, Abhijit Majumdar, Practicing Company Secretary [COP No.18995], was appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot Process including voting only through electronic means in a fair and transparent manner pursuant to the provisions of Section(s) 110 & 108 of the Companies Act, 2013 (hereinafter referred to as 'Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, and amendments made thereto, including the MCA Circulars, w.r.t. Special Resolutions and Ordinary resolution as embodied in this report, to be passed by the members of the Company only through remote e-Voting facility provided by National Securities Depository Limited, Company's Registrar & Transfer Agent and authorized agency to provide Remote e-Voting Facility.

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Abhijit Majumdar
Company Secretary in Practice
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2. In connection with the above referred matter, I hereby submit my report asunder:

2.1 The Company had decided to conduct the Postal Ballot in accordance with the provisions of MCA Circulars. Therefore, in compliance with Section 108 of the Act read with Rules made there under and MCA Circulars and Regulation 44 of the SEBI LODR Regulations, the Company extended only Remote e-Voting Facility to its Members to enable them to cast their votes electronically instead of Postal Ballot Form. Accordingly,

- (a) The requisite notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act read with the SEBI Delisting Regulations in electronic form was served only to the members of the Company, whose names appeared in the Register of Members/ List of Beneficial Owners as received from the Depository as on Friday, 12th June, 2026 (hereinafter called as "**Cut-Off Date**");
- (b) The physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot in view of exemptions provided under the MCA Circulars; and
- (c) the shareholders were required to communicate their assent or dissent through the remote e-voting system only.

2.2 The Company had completed the dispatch of Postal Ballot Notice by email to all its shareholders on Wednesday, 24th June, 2026 whose names appear on the Register of Members/List of Beneficial Owners as received from the Depository, National Securities Depository Limited ("**NSDL**") on Cut-Off Date and who have registered their email addresses with the Company or the Depository/Depository Participants.

2.3 In order to facilitate those members who had not registered their e-mail address, a proper procedure was laid down for the shareholders to get their e-mail registered with the RTA so that they could also participate in the e-voting facility. The Company has made a special arrangement with NSDL for registration of temporary e-mail address
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in terms of MCA Circulars. The instructions for Remote e-Voting was also a part of the Postal Ballot Notice communicated to the members.

- 2.4 In Compliance with the provisions of Rule 20(4) and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with the MCA Circulars, the company had published post-dispatch (regarding completion of dispatch of Postal Ballot notice) advertisements in English Daily "Financial Express" and in Bengali in "Ekdin" (Kolkata Edition) on Thursday, June 25, 2026.
- 2.5 The Postal Ballot Notice along with the Explanatory Statement were uploaded on the website of the Company i.e. www.webelsolar.com and NSDL i.e. <https://evoting.nsdl.com>.
- 2.6 The results of the Postal Ballot along with the Scrutinizer Report will also be hosted on the Company's website at www.webelsolar.com and NSDL i.e. <https://evoting.nsdl.com>. In the event that the Company's offices remain open for business on that day, the Company will also display the results of the postal ballot at the registered office.
- 2.7 The registers and all other related documents shall remain in my safe custody until the Chairperson considers, approves and signs the minutes and there after, I will hand over these documents to the Company.
- 2.8 In accordance with the basis of acceptance and rejection and on proper scrutiny of all the Postal Ballot Votes by Remote e-Voting, I report the results of Postal Ballot through E-voting only as under:

Abhijit Majumdar
Company Secretary in Practice
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AS SPECIAL BUSINESS- AS SPECIAL RESOLUTION-

Re-appointment of Mr. Sohan Lal Agarwal (DIN:00189898) as Managing Director of the Company for a term of three years with effect from April 1, 2026

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provisions of Regulation 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company (the "Board") at their respective meetings held on April 27, 2026, approval of the Members be and is hereby accorded for the re-appointment of Mr. Sohan Lal Agarwal (DIN: 00189898), as the Managing Director of the Company for a further period of three years, commencing from 1st April, 2026, on such terms and conditions including remuneration as set out in the explanatory statement annexed and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Sohan Lal Agarwal.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Sohan Lal Agarwal as the Managing Director of the Company, the Company has no profits or its profits are inadequate, the remuneration payable to him shall be as per the provisions of Schedule V of the Act and the rules made thereunder or any statutory modification or re-enactment thereof.

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

Particulars	Number of votes (shares) cast through remote e-voting (1)	Invalid Votes (2)	Total Valid Votes (1)-(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	14,62,93,776	0	14,62,93,776	90.857
(2) Voted against the resolution	1,47,21,067	0	1,47,21,067	9.143
Total	16,10,14,843	0	16,10,14,843	100.00

Based on the aforesaid results, the above resolution as contained in the Notice have been passed as an Special Resolution with requisite majority.

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The electronic data and all other relevant records relating to e-voting is under my safe custody and will be handed over to the Chairman or the Company Secretary of the Company for preserving safely after the Minutes of the meeting are signed.

Yours Faithfully,

(Abhijit Majumdar)

Practicing Company Secretary

Membership No.: A9804

COP No.: 18995

Place: Kolkata

Date: July 25, 2026

UDIN: A009804H000937808

PEER REVIEW CERTIFICATE NO. 8189/2026



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