Date: September 02, 2026

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai-400051

Respected Sir/Ma'am

Sub: Submission of Notice of 11th Annual General Meeting.

Ref: Winsol Engineers Limited (SYMBOL/ISIN: WINSOL/ INE0S3D01016)

We wish to inform you that the 11th Annual General Meeting of the Company will be held on Friday, September 25, 2026 at 12:00 P.M. IST (Noon) through Video Conferencing (VC) or Other Audio-Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 11th Annual General Meeting.

We have attached herewith the Notice of 11th Annual General Meeting of our Company for kind perusal of Stakeholders.

We would further like to inform that the Company has fixed Friday, September 18, 2026 as the cut-off date for ascertaining the names of the members holding shares in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

For, Winsol Engineers Limited

RAMESH JIVABHAI PINDARIYA
Digitally signed by RAMESH JIVABHAI PINDARIYA
Date: 2026.09.02 19:50:51 +05'30'

Ramesh Jivabhai Pindariya
Chairman cum Managing Director
DIN: 07322863

Place: Jamnagar

Encl: Notice of AGM

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting (AGM) of the Members of Winsol Engineers Limited ("the Company" or "Winsol") will be held on Friday, September 25, 2026 at 12:00 P.M. IST (Noon) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESSES:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt;

a) The Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2026 and the report of the Board of Directors and Auditors thereon; and

b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended on March 31, 2026 and the report of Auditors thereon;

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

a) **"RESOLVED THAT** the Audited Standalone financial statement of the Company for the financial year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.**"**

b) **"RESOLVED THAT** the Audited consolidated financial statement of the Company for the financial year ended on March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.**"**

2. TO DECLARE FINAL DIVIDEND OF RS. 1/- (ONE RUPEE ONLY) PER EQUITY SHARE OF FACE VALUE RS. 10/- EACH (I.E., 10% OF FACE VALUE) FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026:

The Board of Directors is pleased to recommend a Final Dividend of Rs. 1/- (One Rupee only) per equity share having a face value of Rs. 10/- each, i.e., 10.0 % of face value, for the financial year ended March 31, 2026.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** a Final Dividend of Rs. 1 (One Rupee only) per equity share for 1,15,35,200 equity shares of face value Rs. 10/- each fully paid-up of the Company (i.e., 10% of face value), as recommended by the Board of Directors, be and is hereby declared for the financial year ended on March 31, 2026 and the same be paid out of the profits of the Company."

3. TO APPOINT A DIRECTOR IN PLACE OF MR. KISHOR JIVABHAI PINDARIYA (DIN: 08331120) DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT;

Explanation: Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kishor Jivabhai Pindariya (DIN: 08331120) who was appointed as Executive Director of the company and is the longest-serving member on the Board and whose office is liable to retire by rotation at the ensuing Annual

General Meeting and, being eligible, offers himself for re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

Therefore, shareholders are requested 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 152 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kishor Jivabhai Pindariya (DIN: 08331120) Executive Director who is liable to retire by rotation and being eligible, has offered himself for reappointment.**"**

4. **TO APPOINT M/s. K A R M & ASSOCIATES, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION FOR A TERM OF FIVE YEARS:**

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 Sections 139, 142 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. K A R M & Associates, Chartered Accountants (FRN: 020522N) be and are hereby appointed as Statutory Auditors of the Company, for the first term of five (5) years, who shall hold office from the conclusion of this 11th Annual General meeting until the conclusion of 16th Annual General Meeting of the company to be held in the calendar year 2031, at such remuneration as may be determined by the Board of Directors in consultation with the Audit Committee and the Statutory Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESSES

5. **TO APPROVE THE APPOINTMENT OF MR. NIRANJAN MISHRA (DIN: 11755863) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule IV of the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")(including any statutory modification or re-enactment thereof for the time being in force), and on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Niranjan Mishra (DIN: 11755863), who was appointed as an Additional Non-Executive Independent Director of the company w.e.f. June 03, 2026, and who holds office upto the date of this 11th Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and in respect of whom the Company has received a notice in writing under Section 160(1) of the act, proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) years till June 02, 2031 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Executive Directors or the Company Secretary be and are hereby severally authorized to settle and question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary order, proper or expedient for the purpose of giving effect to this resolution."

6. **TO APPROVE THE RE-APPOINTMENT OF MR. RAMESH JIVABHAI PINDARIYA (DIN: 07322863), AS CHAIRMAN CUM MANAGING 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 pursuant to the provisions of Section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination and Remuneration Committee and pursuant to approval of Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mr. Ramesh Jivabhai Pindariya (DIN: 07322863) as Chairman cum Managing Director of the company, for a further period of three (3) years with effect from December 09, 2026 till December 08, 2029, liable to retire by rotation, on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Mr. Ramesh Jivabhai Pindariya (DIN: 07322863), Managing Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

RESOLVED FURTHER THAT pursuant to the provisions of Section 190 of the Companies Act, 2013, no separate contract of service shall be executed between the Company and Mr. Ramesh Jivabhai Pindariya (DIN: 07322863), and this Resolution together with the Explanatory Statement annexed hereto shall be deemed to constitute the memorandum in writing setting out the terms and conditions of his re-appointment and remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

7. **TO APPROVE THE RE-APPOINTMENT OF MRS. AMRI RAMESH PINDARIYA (DIN: 07322896), AS WHOLE TIME 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 pursuant to the provisions of Section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination and Remuneration Committee and pursuant to approval of Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mrs. Amri Ramesh Pindariya (DIN: 07322896), as Whole Time Director of the company, for a further period of three (3) years with effect from December 09, 2026 till December 08, 2029, liable to retire by rotation, on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mrs. Amri Ramesh Pindariya (DIN: 07322896), Whole Time Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

RESOLVED FURTHER THAT pursuant to the provisions of Section 190 of the Companies Act, 2013, no separate contract of service shall be executed between the Company and Mrs. Amri Ramesh Pindariya (DIN: 07322896), and this Resolution together with the Explanatory Statement annexed hereto shall be deemed to constitute the memorandum in writing setting out the terms and conditions of her re-appointment and remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

8. APPROVAL FOR GIVING LOANS OR GUARANTEES OR PROVIDING SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of all the earlier resolutions passed in this regard, if any, the consent of members of the Company, be and is, hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan"), to and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 300 Crore (Rupees Three Hundred Crore Only) at any point of time, during the financial year 2026-27 and thereafter, on such terms and conditions as the Board may, in its absolute discretion, deem fit and in the best interest of the Company**.**

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans/Guarantees/Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorized to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds /documents /undertakings /agreements /papers / writings for giving effect to this Resolution."

9. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier resolutions passed by the Members of the Company in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate and/or in trust, and Give loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such investments, loan given, guarantee and securities provided so far and loan to be given, guarantee and securities to be provided and investment to be made at any time shall not exceed Rs. 300 Crore (Rupees Three Hundred Crore Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms and conditions of such investments, loans, guarantees and securities, to negotiate, finalise and execute all agreements, deeds, documents, undertakings, declarations, writings and other instruments, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

10. TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of all earlier resolution(s) passed by the Members of the Company in this regard, pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the members of the company, be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow monies as and when required, from any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/entity/entities and/or authority/authorities and/or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, other securities or instruments, such as financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings, along with money already borrowed, shall not exceed the sum of Rs. 500 Crores (Rupees Five Hundred Crores Only)."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (including any Committee of the Board) and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any documents so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be;

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to such person(s), authority/authorities, bank(s), financial institution(s), lender(s) or other parties as may be required, under the signature of any Executive Director or such officer of the Company as may be authorised by the Board."

11. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI regulations, if any, the Memorandum and Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to create such mortgages, charges, hypothecation, pledges or other encumbrances, in addition to the existing charges, on all or any part of the movable and/or immovable properties of the Company, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company, in such form, manner and ranking, whether exclusive, pari passu, subordinate or otherwise, as the Board may deem fit, in favour of any bank(s), financial institution(s), investment institution(s), lender(s), trustee(s), debenture trustee(s), security trustee(s), agent(s) or any other person(s) providing financial assistance to the Company, to secure the repayment of any loan(s), borrowing(s), financial assistance, debentures or other credit facilities availed or to be availed by the Company, together with interest, additional interest, compound interest, commitment charges, costs, expenses, trustees' remuneration and all other monies payable by the Company in respect thereof, provided that the aggregate amount secured by such charges shall not exceed the borrowing limits approved by the Members under Section 180(1)(c) of the Act from time to time, i.e. upto Rs. 500 Crore (Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such security, including the ranking of charges as first charge, second charge, pari passu charge, subordinate charge or otherwise, in consultation with the respective lender(s), trustee(s) or financial institution(s), as may be considered necessary or expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, execute and deliver all such deeds of mortgage, deeds of hypothecation, security documents, agreements, declarations, undertakings and other writings, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including settling any questions, difficulties or doubts that may arise in this regard."

Registered office:
Shop No. 301, Madhav Commercial Complex, Near Crystal Mall, Khodiyar Colony, Jamnagar, Gujarat, India, 361006.

For and on behalf of Board of Directors
Winsol Engineers Limited
CIN: L40100GJ2015PLC085516

Sd/-
Ramesh Jivabhai Pindariya
Chairman Cum Managing Director
DIN: 07322863

Sd/-
Amri Ramesh Pindariya
Whole Time Director
DIN: 07322896

Place: Jamnagar
Date: September 01, 2026

IMPORTANT NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, and General Circular No. 03/2025 dated September 22, 2025 read with the previously issued MCA General Circular in this regard (hereinafter collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue, the AGM of the Company is being held through VC on Friday, September 25, 2026 at 12:00 P.M. IST. (Noon). The deemed venue of the proceedings of the 11th AGM shall be the Registered Office of the Company at Shop No. 301, Madhav Commercial Complex, Near Crystal Mall, Khodiyar Colony, Jamnagar, Gujarat, India, 361006.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Pursuant to the provisions of Section 113 of the Act, Body Corporates/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on cscompliance2015@outlook.com with a copy marked to cs@scsandcollp.com and evoting@nsdl.com in from their registered Email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto;
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8 .Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2026 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Kfin Technologies Limited or the Depositories. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

10. The Notice has also been uploaded on the website of the Company at www.winsol.info & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

13 .Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to 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.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Friday, September 25, 2026. Members seeking to inspect such documents can send an email to cscompliance2015@outlook.com.

16. SEBI, vide Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, read with Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, and the subsequent Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 20, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution ("ODR") Portal for resolution of disputes arising in the Indian Securities Market. Further, SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 provides for redressal of investor grievances through the SEBI Complaint Redressal (SCORES) Platform and linking it to the ODR platform. Accordingly, investors shall first approach the Company/RTA for resolution of their grievance and, where applicable, avail the SCORES mechanism. After exhausting the available grievance redressal mechanisms, investors may initiate dispute resolution through the ODR Portal at (https://smartodr.in/login).

17. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode is

provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. SCS and CO. LLP, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

18. The e-voting period commences on Tuesday, September 22, 2026 at 09:00 A.M. (IST) and ends on Thursday, September 24, 2026 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Friday, September 18, 2026 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.

19. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who 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 the e-voting system during the AGM.

20. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL and will also be displayed on the Company's website at www.winsol.info.

21. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than 2 Working days from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.winsol.info and on the website of NSDL www.evoting.nsdl.com within two working days of the passing of the Resolutions at the 11th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: The remote e-voting period begins on September 22, 2026 at 09:00 A.M. (IST) and ends on Thursday, September 24, 2026 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on Friday, September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

I. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 18, 2026 be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 18, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Tuesday, September 22, 2026 at 09:00 A.M. (IST) and ends on Thursday, September 24, 2026 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 18, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

v. Once the vote on resolutions is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, September 18, 2026.

vi. The Company has appointed M/s. SCS and CO. LLP, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A)Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **3.** If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **4.** 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **5.** Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	**1.** Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on

	login icon & New System Myeasi Tab and then user your existing my easi username & password. **2.** After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **3.** If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. **4.** Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 IDEAS 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.*

4. 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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

   b) 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.

   c) How to retrieve your 'initial password'?

      (i) 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. a .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'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3) Now you are ready for e-Voting as the Voting page opens.
4) 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 also "Confirm" when prompted.
5) Upon confirmation, the message "Vote cast successfully" will be displayed.
6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@scsandcollp.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2) 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.

3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E- VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cscompliance2015@outlook.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cscompliance2015@outlook.com.If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 11TH AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 11th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 11th AGM through VC/OAVM facility and have not casted 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 11th AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 11TH AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.

5. For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM mentioning their name, demat account number/folio number, email id, mobile number at cscompliance2015@outlook.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

INFORMATION ON DIVIDEND

1. It is to be noted that the Board of Directors of the Company, at its meeting held on September 01, 2026, had recommended a Final Dividend of ₹ 1/- (Rupees One Only) per Equity Share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year ended March 31, 2026, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM").

2. Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the 11th AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e Friday, September 18, 2026, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

3. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reasons, Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, after normalization of the postal service.

4. Shareholders are requested to register/ update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.

5. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to cscompliance2015@outlook.com by Friday, September 18, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail cscompliance2015@outlook.com.The aforesaid declarations and documents need to be submitted by the shareholders Friday, September 18, 2026.

6. The Company has fixed Friday, September 18, 2026 as the 'Record Date' for determining entitlement of members to receive Final dividend for the FY 2025-26, if approved at the AGM. Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or before Sunday, October 25, 2026, subject to applicable TDS.

7. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

CONTACT DETAILS

Company	**Winsol Engineers Limited** **Address**: Shop No. 301, Madhav Commercial Complex, Near Crystal Mall, Khodiyar Colony, Jamnagar-361006, Gujarat, India **Email**: cscompliance2015@outlook.com **Web**: www.winsol.info
Registrar and Transfer Agent	**Kfin Technologies Limited** Selenium Building, Tower B, Plot No.- 31 & 32, Financial District, Nanakramguda, Serilingampally Rangareddy Hyderabad -500032, Telangana. **E-mail:** einward.ris@kfintech.com **Website:** www.kfintech.com **Tel no.:** +91 40 6716 2222/79611000
e-Voting Agency & VC / OAVM	**Email:** evoting@nsdl.com NSDL help desk 1800-222-990

Scrutinizer	**M/s SCS and Co LLP** Ms. Anjali Sangtani (Membership No. F14118, C P No.: 23630) **Email:** cs@scsandcollp.com; **Mo No:** 079-40051702

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard II on General Meetings)

Item No. 04:

TO APPOINT M/S. K A R M & ASSOCIATES, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION FOR A TERM OF FIVE YEARS: ORDINARY RESOLUTION

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, M/s. Raichura & Co., Chartered Accountants (Firm Registration No. 126105W), were appointed as the Statutory Auditors of the Company at the Annual General Meeting ("AGM") of the Company held on November 30, 2021, to hold office for a term of five (5) consecutive years from the conclusion of the said AGM until the conclusion of the 11th AGM of the Company to be held in the calendar year 2026. Accordingly, the existing term of M/s. Raichura & Co., Statutory Auditors of the Company shall expire upon the conclusion of this 11th AGM.

Based on the recommendation of the Audit Committee, and after considering the professional competence, industry experience, audit approach, independence, peer review status and eligibility of M/s. M/s. K A R M & Associates, Chartered Accountants (Firm Registration No. 020522N), the Board of Directors, at its meeting held on September 01, 2026, approved the appointment of M/s. K A R M & Associates, Chartered Accountants as the Statutory Auditors of the Company, subject to the approval of the Members.

It is proposed to appoint M/s. K A R M & Associates, Chartered Accountants (Firm Registration No. 020522N), as the Statutory Auditors of the Company for a first term of five (5) consecutive years, to hold office from the conclusion of this 11th AGM until the conclusion of the 16th AGM of the Company to be held in the calendar year 2031, at such remuneration as may be determined by the Board of Directors, based on the recommendation of the Audit Committee, in consultation with the Statutory Auditors, in addition to reimbursement of applicable taxes, travelling and out-of-pocket expenses incurred in connection with the audit and other permitted services, if any.

M/s. K A R M & Associates, Chartered Accountants (FRN: 020522N), is a Chartered Accountancy firm constituted in 2005 and registered with the ICAI, with five partners and a team of 21 professionals. The firm has experience of serving private and listed companies, PSUs, Government organisations, trusts, banks and co-operative banks since 2005. Its partners comprise qualified Chartered Accountants with expertise in audit, corporate law, secretarial compliance, taxation and accountancy, with additional qualifications including CISA, LL.B. and Company Secretary.

The Audit Committee and the Board of Directors have considered, inter alia, the credentials, experience, audit methodology, industry knowledge, independence, professional capabilities and resource strength of the proposed audit firm and are of the view that the appointment of M/s. K A R M & Associates would be in the best interest of the Company and its stakeholders.

The Company has received the written consent and certificate from M/s. K A R M & Associates to the effect that:

- they have consented to act as the Statutory Auditors of the Company, if appointed;
- the appointment, if made, shall be in accordance with the conditions prescribed under the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014;
- they satisfy the criteria provided under Sections 139 and 141 of the Act and are not disqualified from being appointed as the Statutory Auditors of the Company;
- the proposed appointment is within the limits prescribed under Section 141(3)(g) of the Act; and
- they hold a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 04 of the Notice for approval by the Members.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

The Disclosure under Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Terms of Appointment	Appointment of M/s. K A R M & Associates, Chartered Accountants, (FRN: 020522N), as the Statutory Auditors of the Company for a period of five (5) years from the conclusion of this 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting to be held in the calendar year 2031
Proposed Audit fees payable to Auditor and material change in fee payable	Remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company. Further, there is no material change in the proposed remuneration of the incoming Statutory Auditors. The Board may revise the remuneration, on the Audit Committee's recommendation, based on the audit scope, regulatory changes or additional services.
Basis of recommendation and Auditor credentials	In the proposed appointment, the Audit Committee and the Board have considered various factors and recommended M/s. K A R M & Associates, Chartered Accountants, for appointment as the Statutory Auditors of the Company. The Board believes that the firm's established professional capabilities and experience in statutory audit and assurance engagements would provide appropriate value and support to the Company in discharging its audit and financial reporting requirements.

Item No. 05:

TO APPROVE THE APPOINTMENT OF MR. NIRANJAN MISHRA (DIN: 11755863) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS: SPECIAL RESOLUTION

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Niranjan Mishra (DIN: 11755863) as an Additional Director in the capacity of a Non-Executive Independent Director with effect from June 03, 2026 (date of approval of valid Director Identification Number), at its meeting held on May 30, 2026, for a first term of 5 (five) consecutive years, subject to the approval of Members at the ensuing Annual general meeting of the Company.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Niranjan Mishra for appointment as a Non-Executive Independent Director of the Company. Mr. Niranjan Mishra has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Niranjan Mishra fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as a Non-Executive Independent Director for five (5) consecutive years with effect from June 03, 2026.

Further, Mr. Niranjan Mishra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Niranjan Mishra has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, he has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A copy of the draft letter for the appointment of Mr. Niranjan Mishra as a Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Friday, September 25, 2026. The resolution seeks the approval of members for the appointment of Mr. Niranjan Mishra as a Non-Executive Independent Director of the Company from June 03, 2026 to June 02, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Niranjan Mishra and other relevant information as required under SEBI LODR Regulations and SS-2 is mentioned hereunder;

Mr. Niranjan Mishra is a graduate in Industrial Engineering from the Indian Institution of Industrial Engineering, Mumbai. He possesses over 40 years of experience in project management, operations, quality management, and organizational development. Having worked with leading organizations such as Larsen & Toubro, Suzlon Energy Limited, Reliance Communications, and Videocon Telecommunications, he brings extensive industry expertise and valuable strategic insights. His vast professional experience and strategic insights will be of significant benefit to the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Niranjan Mishra as a Non-Executive Independent Director of the Company, as a special resolution as set in item no. 05.

Relevant document in respect of the said item is available electronically for inspection by the Members from the date of Circulation of the Notice of the AGM. Members seeking to inspect such documents can send an email to Cscompliance2015@outlook.com

Except Mr. Niranjan Mishra, being appointed Director, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution as set out at item no. 05 for approval by the Members.

Item No. 06:

TO APPROVE THE RE-APPOINTMENT OF MR. RAMESH JIVABHAI PINDARIYA (DIN: 07322863), AS CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

Mr. Ramesh Jivabhai Pindariya (DIN: 07322863) was appointed as Chairman cum Managing Director of the Company for a term of three (3) years at the Extra Ordinary General Meeting of the Company held on December 09, 2023, to hold office till December 08, 2026, in terms of the provisions of the Companies Act, 2013.

As his present term is due to expire on December 08, 2026, the Nomination and Remuneration Committee has recommended, and the Board of Directors at its meeting held on September 01, 2026, has approved, his re-appointment as Chairman Cum Managing Director for a further period of Three (3) year with effect from December 09, 2026, considering his extensive knowledge, experience and expertise in the wind and solar power industry, strategic leadership and business development, along with his valuable contribution to the Company's growth. His continued leadership is expected to contribute to the Company's sustained growth and future expansion.

The Board is of the view that Mr. Ramesh Jivabhai Pindariya 's continued association would be beneficial to the Company and accordingly recommends the Special Resolution set out at Item No.6 for approval by the Members.

Further, the Company has received the following documents from Mr. Ramesh Jivabhai Pindariya:

- Consent in writing to act as a Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Further, the Company confirms that there has been no default in repayment of its dues to banks or financial institutions.

Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Ramesh Jivabhai Pindariya be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Ramesh Jivabhai Pindariya, Managing Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

The Re-appointment of and remuneration payable to Mr. Ramesh Jivabhai Pindariya (DIN: 07322863), as Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information

Nature of Industry:
The Company is mainly engaged in providing integrated Engineering, Procurement and Construction (EPC) and Balance of Plant (BoP) solutions for Wind and Solar power projects, including foundation, substation, RoW and cabling works. The Company also provides Operation and Maintenance (O&M) services and undertakes allied infrastructure activities. It also undertakes trading, procurement, supply and distribution of fire-fighting, safety, PPE, engineering, electrical and mechanical equipment. The Company continues to focus on renewable energy and allied engineering solutions.

Date or expected date of commencement of commercial production: The Company was incorporated on 30/12/2015 and it is already in operation since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	Standalone-Year Ended		Consolidated-Year Ended	
	31/03/2026	31/03/2025	31/03/2026	31/03/2025
Revenue From Operations	13647.94	11057.40	13656.58	11141.85
Other Income	64.03	6.54	64.03	6.54
Total Income	**13711.97**	**11063.95**	**13720.61**	**11148.39**
Less: Operating expenditure before Finance Cost, Depreciation, and amortization	11211.92	9369.80	11203.20	9391.32
Earnings before Finance cost, depreciation and amortization (EBITDA)	**2500.05**	**1694.15**	**2517.41**	**1757.07**
Less: Depreciation	97.26	38.97	97.26	38.97
Less: Finance Cost	400.17	96.27	403.08	99.75

Profit Before Tax	**2002.62**	**1558.91**	**2017.07**	**1618.35**
Less: Current Tax	420.45	429.10	425.29	444.06
Less: Deferred tax Liability (Asset)	152.39	(4.40)	152.39	(4.39)
Profit After Tax	**1429.78**	**1134.21**	**1439.39**	**1178.68**

xport performance and net foreign exchange: During the year under review, the Company have USD 3,24,810 of export performance and there is no foreign exchange expenditure.

Foreign investments or collaborations, if any: The Company has made an investment through incorporation of a foreign subsidiary, named as Winsol Engineers Zambia Limited, incorporated in Zambia. The Company has not entered into any collaboration with any foreign entity. Further, as at 31 March, 2026, total holding of Foreign Shareholders was 51600 Equity Shares in the Company.

Information about the Chairman cum Managing Director:

Background Details: Mr. Ramesh Jivabhai Pindariya, aged 51 years, is the Promoter and Chairman cum Managing Director of the Company. He is a Chartered Engineer in Electrical Engineering, qualified in 2015 from The Institution of Engineers, Kolkata.

With over 25 years of experience in the wind and solar power industry, he possesses extensive expertise in business strategy, project execution and organisational management. He has played a key role in the growth and development of the Company and has been instrumental in formulating and implementing business strategies focused on sustainable growth and long-term value creation.

Past Remuneration: In the financial year 2025-26, he was paid total remuneration of Rs. 24,00,000 p.a. as Chairman cum Managing Director.

Job Profile and his suitability: As the Chairman-cum-Managing Director of the Company, he is responsible for providing strategic leadership and overseeing the overall management and operations of the Company. His extensive industry experience, business acumen and vision contribute significantly to driving operational efficiency, innovation and sustainable growth, making him well suited for the position of Managing Director of the Company.

Terms and conditions of Remuneration Proposed: Basic remuneration up to Rs. 4,00,000 per month, excluding applicable perquisites and allowances, in accordance with industry standards and the applicable provisions of Schedule V of the Companies Act, 2013.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person: Taking into consideration the size of the profile of Mr. Ramesh Jivabhai Pindariya (DIN: 07322863), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel: Mr. Ramesh Jivabhai Pindariya (DIN: 07322863), has pecuniary relationship to the extent he is Promoter and Chairman cum Managing Director of the Company, relative of Mrs. Amri Ramesh Pindariya Whole-Time Director (being husband), Mr. Kishor Jivabhai Pindariya, CFO and Executive Director (Being Brother) and Ms. Kashmira Pindariya, Non-Executive Director (Being Father).

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, the re-appointment of Mr. Ramesh Jivabhai Pindariya as Chairman cum Managing Director of the Company is being placed before the Members for their approval as Special resolution.

The proposed remuneration, as detailed above, shall remain in force for the current tenure of Mr. Ramesh Jivabhai Pindariya, unless revised further. All other terms and conditions of his appointment shall remain unchanged, as previously approved by the Members.
The continued appointment of Mr. Ramesh Jivabhai Pindariya as Chairman cum Managing Director is expected to benefit the operations of the Company, and the proposed remuneration is commensurate with his qualifications, experience, and contributions. Accordingly, the Board recommends the Special Resolution set out at Item No. 06 of the accompanying Notice for approval by the Members.

Except for Mr. Ramesh Jivabhai Pindariya and his relatives, to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The relevant details required to be disclosed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI) are provided at the end of this Explanatory Statement and shall be deemed to form an integral part of this Notice.

Item No. 07:

TO APPROVE THE RE-APPOINTMENT OF MRS. AMRI RAMESH PINDARIYA (DIN: 07322896), AS WHOLE TIME DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

Mrs. Amri Ramesh Pindariya (DIN: 07322896) was appointed as Whole-time Director of the Company for a term of three (3) years at the Extra Ordinary General Meeting of the Company held on December 09, 2023, to hold office till December 08, 2026, in terms of the provisions of the Companies Act, 2013.

As her present term is due to expire on December 08, 2026, the Nomination and Remuneration Committee has recommended, and the Board of Directors at its meeting held on September 01, 2026, has approved, her re-appointment as Whole-time Director for a further period of Three (3) year with effect from December 09, 2026, considering her knowledge, experience and expertise in the areas of administration and management, along with her valuable contribution to the growth and development of the Company.

The Board is of the view that Mrs. Amri Ramesh Pindariya's continued association would be beneficial to the Company and accordingly recommends the Special Resolution set out at Item No.7 for approval by the Members.

Further, the Company has received the following documents from Mrs. Amri Ramesh Pindariya;
- Consent in writing to act as a Whole Time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Further, the Company confirms that there has been no default in repayment of its dues to banks or financial institutions.

Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mrs. Amri Ramesh Pindariya be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mrs. Amri Ramesh Pindariya, Whole Time Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

The Re-appointment of and remuneration payable to Mrs. Amri Ramesh Pindariya (DIN: 07322896) as Whole Time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information

Nature of Industry: The Company is mainly engaged in providing integrated Engineering, Procurement and Construction (EPC) and Balance of Plant (BoP) solutions for Wind and Solar power projects, including foundation, substation, RoW and cabling works. The Company also provides Operation and Maintenance (O&M) services and undertakes allied infrastructure activities. It also undertakes trading, procurement, supply and distribution of fire-fighting, safety, PPE, engineering, electrical and mechanical equipment. The Company continues to focus on renewable energy and allied engineering solutions

Date or expected date of commencement of commercial production: The Company was incorporated on 30/12/2015 and it is already in operation since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	Standalone-Year Ended		Consolidated-Year Ended	
	31/03/2026	31/03/2025	31/03/2026	31/03/2025
Revenue From Operations	13647.94	11057.40	13656.58	11141.85
Other Income	64.03	6.54	64.03	6.54
Total Income	**13711.97**	**11063.95**	**13720.61**	**11148.39**
Less: Operating expenditure before Finance Cost, Depreciation, and amortization	11211.92	9369.80	11203.20	9391.32
Earnings before Finance cost, depreciation and amortization (EBITDA)	**2500.05**	**1694.15**	**2517.41**	**1757.07**
Less: Depreciation	97.26	38.97	97.26	38.97
Less: Finance Cost	400.17	96.27	403.08	99.75
Profit Before Tax	**2002.62**	**1558.91**	**2017.07**	**1618.35**
Less: Current Tax	420.45	429.10	425.29	444.06
Less: Deferred tax Liability (Asset)	152.39	(4.40)	152.39	(4.39)
Profit After Tax	**1429.78**	**1134.21**	**1439.39**	**1178.68**

Export performance and net foreign exchange: During the year under review, the Company have USD 3,24,810 of export performance and there is no foreign exchange expenditure.

Foreign investments or collaborations, if any: The Company has made an investment through incorporation of a foreign subsidiary, named as Winsol Engineers Zambia Limited, incorporated in Zambia. The Company has not entered into any collaboration with any foreign entity. Further, as at 31 March, 2026, total holding of Foreign Shareholders was 51600 Equity Shares in the Company.

Information about the Whole Time Director:

Background Details: Ms. Amri Ramesh Pindariya, aged 46 years, is the Promoter and Whole-Time Director of the Company. She is in Business with the Company from the incorporation of the Company having more than 9 years of experience in office administration and management. Her experience and involvement in the day-to-day affairs of the Company have contributed to its effective administration, operational efficiency and continued growth.

Past Remuneration: In the financial year 2025-26, she was paid total remuneration of Rs. 12,00,000 p.a. as Whole-time Director.

Job Profile and his suitability: As the Whole-time Director of the Company, she is responsible for overseeing the day-to-day administration and management of the Company. Her experience, leadership and understanding of the Company's operations contribute to its organisational development and sustainable growth, making her well suited for the position of Whole-time Director of the Company.

Terms and conditions of Remuneration Proposed: Basic remuneration up to Rs. 3,00,000 per month, excluding applicable perquisites and allowances, in accordance with industry standards and the applicable provisions of Schedule V of the Companies Act, 2013.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the profile of Mrs. Amri Ramesh Pindariya (DIN: 07322896), the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mrs. Amri Ramesh Pindariya (DIN: 07322896), has pecuniary relationship to the extent she is promoter and Whole-time Director of the Company, relative of Mr. Ramesh Jivabhai Pindariya Chairman Cum Managing Director (being wife), Mr. Kishor Jivabhai Pindariya, CFO and Executive Director (Being sister-in-law) and Ms. Kashmira Pindariya, Non-Executive Director (Being Mother).

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, the re-appointment of Mrs. Amri Ramesh Pindariya as Whole-time Director of the Company is being placed before the Members for their approval as Special resolution.

The proposed remuneration, as detailed above, shall remain in force for the current tenure of Mrs. Amri Ramesh Pindariya, unless revised further. All other terms and conditions of her appointment shall remain unchanged, as previously approved by the Members. The continued appointment of Mrs. Amri Ramesh Pindariya as Whole Time Director is expected to benefit the operations of the Company, and the proposed remuneration is commensurate with her qualifications, experience, and contributions. Accordingly, the Board recommends the Special Resolution set out at Item No. 07 of the accompanying Notice for approval by the Members.

Except for Mrs. Amri Ramesh Pindariya and her relatives, to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The relevant details required to be disclosed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI) are provided at the end of this Explanatory Statement and shall be deemed to form an integral part of this Notice.

Item No. 08:

APPROVAL FOR GIVING LOANS OR GUARANTEES OR PROVIDING SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan, including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the Company is interested, as specified in the Explanation to Section 185(2) of the Act, subject to the approval of the Members by way of a Special Resolution and subject to such conditions being utilised by the borrowing entity for its principal business activities.

In order to facilitate the business requirements of the Company's subsidiary companies, associate companies, joint ventures, group entities and/or any other person in whom any of the Directors of the Company is deemed to be interested as specified in the Explanation to Section 185(2) of the Act (collectively referred to as the "Entities"), it is proposed to authorise the Board of Directors to provide, from time to time, loans (including loans represented by book debts), guarantees and/or securities in connection with loans availed or proposed to be availed by such Entities, for an aggregate amount not exceeding Rs. 300 Crore (Rupees Three Hundred Crore Only) at any point of time, on such terms and conditions as the Board may deem fit.

The proposed loans, guarantees and/or securities shall be utilised by the respective borrowing entities solely for their principal business activities and other matters connected and incidental thereto, subject to the aggregate limits specified in Item No. 08 of the accompanying Notice.

The Board shall evaluate each proposal on its merits and may extend such financial assistance from the Company's internal accruals, borrowed funds or such other permissible sources as may be considered appropriate. The terms of such loans, guarantees or securities, including the rate of interest, tenure and other conditions, shall be determined by the Board from time to time in the best interests of the Company.

Accordingly, the approval of the Members is sought by way of a Special Resolution under Section 185 of the Companies Act, 2013, as set out at Item No. 08 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company and/or to the extent of their interest as director or member of the borrowing entity, wherever applicable.

The Board of Directors recommends the Special Resolution set out at Item No. 08 of the Notice for approval of the Members.

Item No. 09:

APPROVAL TO INCREASE THE THRESHOLD OF LOANS/GUARANTEES, PROVIDING SECURITIES AND MAKING INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

In order to make optimum use of the funds available with the Company and to achieve its long-term strategic and business objectives, the Board of Directors considers it desirable to have the flexibility to make investments, extend loans, provide guarantees and/or furnish securities to bodies corporate or other persons, as may be required from time to time, in the ordinary course of business and in accordance with the applicable provisions of law.
Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act"), a company cannot directly or indirectly:

- give any loan to any person or other body corporate;
- give any guarantee or provide any security in connection with a loan to any other body corporate or person; or
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, beyond the limits prescribed under Section 186 of the Act, unless the same is approved by the Members by way of a Special Resolution.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to make investments, grant loans, provide guarantees and/or securities from time to time, up to an aggregate outstanding limit of Rs. 300 Crore (Rupees Three Hundred Crore Only), notwithstanding that the aggregate of such investments, outstanding loans, guarantees and securities may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

The proposed limit will enable the Company to meet its business requirements, support its subsidiaries, joint ventures, associate companies or other bodies corporate, undertake strategic investments and efficiently manage its business and financial affairs as opportunities arise.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 09 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 09 of the Notice for approval by the Members.

Item No. 10:

TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot, except with the consent of the Members by way of a Special Resolution, borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the existing and future business requirements, expansion plans, capital expenditure, working capital requirements and other funding needs of the Company, the Board considers it necessary to enhance the borrowing powers to enable the Company to raise financial resources as and when required.

Accordingly, approval of the Members is sought to authorise the Board of Directors to borrow monies, from time to time, from banks, financial institutions, bodies corporate or any other persons or entities, by way of loans, debentures, commercial papers or any other permissible instruments, up to an aggregate outstanding amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only), notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The proposed borrowing limit is considered necessary to ensure adequate financial flexibility for the Company's present and future business operations.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 10 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Item No. 11:

CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot, except with the consent of the Members by way of a Special Resolution, create mortgages, charges, hypothecation, pledges or other encumbrances on the whole or substantially the whole of the undertaking of the Company where such security interest may be regarded as a disposal of the whole or substantially the whole of the undertaking within the meaning of the said section.

In the ordinary course of its business, the Company may avail or has availed various credit facilities, loans and other financial assistance from banks, financial institutions, investment institutions, lenders and other financing agencies. As a condition for sanctioning such financial assistance, the lenders may require the Company to create mortgages, charges, hypothecation, pledges or other security interests over the movable and/or immovable properties of the Company, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company, together with such rights as may be agreed between the Company and the respective lenders under the financing documents.

Accordingly, approval of the Members is sought by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorise the Board of Directors of the Company to create such mortgages, charges, hypothecation, pledges or other encumbrances, in favour of banks, financial institutions, investment institutions, lenders, trustees, security trustees, debenture trustees or any other persons providing financial assistance to the Company, to secure the borrowings and other credit facilities availed or to be availed by the Company, provided that the aggregate amount secured by such charges shall not exceed the borrowing limits approved by the Members under Section 180(1)(c) of the Act, i.e., Rs. 500 Crore (Rupees Five Hundred Crore Only) or such other limit as may be approved by the Members from time to time.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 11 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 11 of the accompanying Notice for approval by the Members.

ANNEXURE TO NOTICE OF 11TH ANNUAL GENERAL MEETING

Details of Director Retiring by Rotation/ Seeking Appointment/ Re-Appointment at the ensuing Annual General Meeting

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI :

Particulars	Details of Director Retiring by Rotation/ Seeking Appointment/ Re-Appointment at the ensuing Annual General Meeting			
Name	Mr. Kishor Jivabhai Pindariya	Mr. Niranjan Mishra	Mr. Ramesh Jivabhai Pindariya	Mrs. Amri Ramesh Pindariya
DIN	08331120	11755863	07322863	07322896
Age	40 Years	63 Years	52 Years	47 Years
Date of Birth	01/09/1986	13/05/1963	15/06/1974	01/07/1979
Nationality	Indian	Indian	Indian	Indian
Qualification	He has completed his Diploma in Electrical & Electronics Engineering	He has completed his graduation in Industrial Engineering from the Indian Institution of Industrial Engineering, Mumbai.	He has qualified as a Chartered Engineer in Electrical Engineering in 2015 from The Institution of Engineers, Kolkata State.	She has passed matriculation exam.
Experience - Expertise in specific functional areas - Job profile and suitability	He is having more than 15 years of experience in the field of operation & monitoring work relating to distribution, transmission, repairs & maintenance of Wind & Solar Power energy.	He is an Industrial Engineer with over 40 years of experience in the fields of project management, operations, quality management, training, and organizational development. He has been associated with leading organizations such as Larsen & Toubro, Suzlon Energy Limited, Reliance Communications, and Videocon Telecommunications. He was appointed as an Additional (Non-Executive Independent Director) of the Company with effect from June 03, 2026, subject to the approval of the members at the	He is having more than 25 years of experience in the Wind Power and solar industry, Is associated with company since incorporation.	She is in Business with us from the incorporation of the company having more than 9 years of experience in day-to-day office administration.

		Company's 11th Annual General Meeting.		
No. of Shares held as on March 31, 2026 including shareholding as a Beneficial Owner.	4,21,000 Equity Shares	-	63,97,400 Equity shares	8,33,580 Equity shares
Terms & Conditions	Liable to retire by rotation	Holds office for the period of 5 (Five) years w.e.f. June 03, 2026, not liable to retire by rotation (subject to approval of the members in this 11th AGM)	Liable to retire by rotation	Liable to retire by rotation
Remuneration Last Drawn	Rs. 12 Lakhs Per annum	Not Applicable	Rs. 24 Lakhs per annum	Rs. 12 Lakhs per annum
Remuneration sought to be paid	Up to Rs. 2,50,000 Per Month	Not Applicable	Up to Rs. 4,00,000 Per Month	Up to Rs. 3,00,000 Per Month
Number of Board Meetings attended during the Financial Year 2024-25	14 Meeting out of 15 Board Meetings	N.A.	15 Meeting out of 15 Board Meetings	15 Meeting out of 15 Board Meetings
Date of Original Appointment	12/01/2024	03/06/2026	30/12/2015	30/12/2015
Date of Appointment in current terms	02/02/2024	03/06/2026	09/12/2023	09/12/2023
Directorships held in public companies including deemed public companies	1. Winsol Engineers Limited 2. Alunova Profiles Private Limited 3. Repower Infrastructure Private Limited	-	1. Winsol Engineers Limited 2. Alunova Profiles Private Limited 3. Repower Infrastructure Private Limited	1. Winsol Engineers Limited 2. Repower Infrastructure Private Limited
Memberships/Chairmanships of committees of public companies*	Chairmanship: 0 Membership: 0	-	Chairmanship: 0 Membership: 1	Chairmanship: 0 Membership: 1
Inter-se Relationship with other Directors^	**1.** He is Brother of Mr. Ramesh Jivabhai Pindariya who is Chairman cum Managing Director. **2.** He is Brother-in-Law of Mrs. Amri Ramesh	Not related to any Directors & KMP of the Company.	1. He is spouse of Mrs. Amri Ramesh Pindariya who is Whole Time Director of the Company.	1. She is spouse of Mr. Ramesh Jivabhai Pindariya who is Chairman cum Managing

	Pindariya who is Whole Time Director of the company.		2.He is father of Ms. Pindariya Kashmira who is Non-Executive Director of the Company. 3.He is brother of Mr. Kishor Jivabhai Pindariya who is Executive Director and CFO of the Company.	Director of the Company and 2.She is mother of Ms. Pindariya Kashmira who is Non-Executive Director of the Company. 3. She is related to Mr. Kishor Jivabhai Pindariya, CFO and Executive Director of the Company, as his sister-in-law.
Listed entities from which the person has resigned in the past three years	-	-	-	-
Information as required pursuant to NSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018	Mr. Kishor Jivabhai Pindariya is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.	Mr. Niranjan Mishra is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.	Mr. Ramesh Jivabhai Pindariya is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.	Mrs. Amri Ramesh Pindariya is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.

**Includes only Audit Committee and Stakeholders' Relationship Committee.*
^In accordance with SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013