WEBEL SOLAR

Ref: WEBSOL/SE/18-19/023
Date: 31st August, 2018

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

Dear Sir,

Sub: Outcome of Board Meeting

This is to inform that the Board of Directors in their meeting held on 31st August 2018 has approved following matters;

1. **Intimation of the Book closure date and fixation of the cutoff date for e-voting purpose.**

The notice is hereby given that the register of members and share transfer books of the Company will remain closed from Saturday, 22nd September, 2018 till Saturday, 29rd September, 2018. (both days inclusive) on account of Annual General Meeting which will be held on Saturday 29th September, 2018 at 10.00 A.M.

Further the Company has availed the e-voting services as provided by National Securities Depository Limited (NSDL). The e-voting period commences on Wednesday, 26th September, 2018 (10.00A.M) and ends on Friday, 28th September, 2018, (5.00 P.M). The voting rights of the members shall be as per the number of shares held by them as on the cutoff date which is 22nd September, 2018.

Please find enclosed herewith Notice of AGM 2018.

Websol Energy System Limited
Registered Office :
48, Pramatha Choudhury Sarani, Plot No-849
Block-'P' 2nd Floor, New Alipore, Kolkata-700 053
Phone : +91-33-24000419, Fax : +91-33-24000375
E-mail : websol@webelsolar.com
CIN - L29307WB1990PLC048350

Corporate Office and Plant :
Sector II, Falta Special Economic Zone, Falta
24 Parganas (South), West Bengal, India, Pin-743504
Ph. : 91-03174-222932, Fax : 91-03174-222933

www.webelsolar.com

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2. **Appointment of M/S G.P Agrawal & Co., Chartered Accountants (FRN No.302082E) as the Statutory Auditor of the Company**

The Board of Directors has approved Appointment of M/S G.P Agrawal & Co., Chartered Accountants (FRN No.302082E) as the Statutory Auditor of the Company pursuant to resignation of M/S T More & Co. from the statutory Auditor ship of the company from the conclusion of the AGM to be held on 29.09.2018 subject to approval of shareholders of the company in the AGM to be held on 29.09.2018.

This is for your information and record.

Thanking You,

Yours Sincerely,
For Websol Energy System Limited

Director
Encl: As Stated Above

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WEBSOL ENERGY SYSTEM LIMITED

CIN: L29307WB1990PLC048350
48,Pramatha Choudhury Sarani, Plot 849, Block P
New Alipore, Kolkata – 700 053

NOTICE

NOTICE is hereby given that the 28thAnnual General Meeting of the Members of Websol Energy System Limited will be held at Rabindra Tirth, DG-17, Major Arterial Road(East-West), Action Area 1D, Newtown, West Bengal, Kolkata-700156 on Saturday, the 29th September, 2018, at 10.00 A.M. to transact the following businesses: -

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended31st March, 2018,together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sohan Lal Agarwal (DIN), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Statutory Auditor.

   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 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s G.P. Agrawal & Co., Chartered Accountants, (FRN No. 302082E), be and are hereby appointed as Statutory Auditors of the Company in place of M/s T. More & Co., Chartered Accountants (FRN 327844E) who have resigned from the auditor ship of the Company."

   "**RESOLVED FURTHER THAT** M/S G.P. Agrawal & Co, Chartered Accountants, (FRN No. 302082E), be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this 28th Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2023, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable Goods and Services Tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

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

Place: Kolkata
Date: 31st August, 2018
Registered Office:
48,Pramatha Choudhury Sarani, Plot 849,
Block P, New Alipore, Kolkata – 700 053

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

   The proxy holder shall prove his/her identity at the time of attending the meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

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

4. Pursuant to provisions of Section 91 of the Companies Act, 2013, the register of members and transfer books of the Company will remain closed from Sunday, the 23rd September, 2018 till Saturday, the 29th September, 2018 (both days inclusive), for the purpose of Annual General Meeting.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants (DP). Members holding shares in physical form can submit their PAN details to the Company's Registrars & Share Transfer Agent, M/s R&D Infotech Private Limited.

6. Members holding shares in physical mode are requested to notify immediately changes, if any, in their registered address and bank particulars, to the Company at its Registered Office or to its Registrars & Share Transfer Agent.

7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members can avail of the nomination facility, under Section 72 of the Companies Act, 2013, by submitting Form No. SH 13 of the Companies (Central Govt's) General Rules and Forms, 2013, with the Company's Registrar and Share Transfer Agent.

8. Members who hold shares in physical form in multiple accounts in identical names or joint accounts in the same order or names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation of such shareholdings into a single folio.

9. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies for servicing of various notices and documents to their members through electronic mode. To support this green initiative of the Government in full measure, members who have not yet registered their e-mail address with the Company can now register the same by intimating their e-mail address to the Company's Registrar and Share Transfer Agent and to the Depository Participant (DP) in respect of shares held in physical mode and demat mode, respectively. Even after registering for e-communication, the members of the Company shall be entitled to receive such communication in physical form, upon request.

10. Information on the Director proposed to be re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General meetings (Revised) (SS-2) are provided in the Annexure to this Notice.

11. **The instructions for shareholders voting electronically are as under:**

    Voting through electronic means

    I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 26thSeptember, 2018 (10:00 am) and ends on 28thSeptember, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22ndSeptember, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "WEBSOL ENERGY SYSTEM LIMITED".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to alassociates2014@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM)[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-votingEvent Number) USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section ofwww.evoting.nsdl.comor call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22ndSeptember, 2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.comor contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. AL & ASSOCIATES has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Insta- Poll" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the

XVII. Company www.webelsolar.com- and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges.

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

Place: Kolkata
Date: 31st August, 2018
Registered Office:
48,Pramatha Choudhury Sarani, Plot 849,
Block P, New Alipore, Kolkata – 700 053

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

The Company has received a 'special notice' pursuant to section 115 of the Companies Act, 2013 in compliance of sec. 140(4) (i) of the said Act from 2 members of the company signifying their intention to appoint M/s G. P. Agrawal & Co., Chartered Accountant (FRN No. 302082E) as the statutory auditors of the Company in place of M/s T.More & Co, Chartered Accountants (FRN 327844E)who have resigned as statutory auditors of the Company w.e.f. the conclusion of the ensuing Annual General Meeting of the Company.

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

Place: Kolkata
Date: 31st August, 2018
Registered Office:
48,Pramatha Choudhury Sarani, Plot 849,
Block P, New Alipore, Kolkata – 700 053

Annexure to the Notice

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Clause 1.2.5 of the Secretarial Standard 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	SOHAN LAL AGARWAL
DIN	00189898
Date of Birth	04-03-1946
Age	72
Profile	MANAGING DIRECTOR
Qualifications	B.COM
Experience	SOLAR INDUSTRY
Terms and Conditions of re-appointment	There is no change in terms and conditions of appointment
Details of remuneration	As per last approval from shareholders
Details of last drawn remuneration	CTC 90 LACS
Date of first appointment	25-09-1992
Shareholding in the Company	7.02%
Number of Shares held in the Company	1873108
Relationship with other director/Manager and other KMP	NO RELATION WITH OTHER DIRECTORS
Number of meetings attended during the Financial Year 2017-18.	5(five) meetings of Board
Directorships of other Board	NO DIRCETORSHIP IN OTHER LISTED COMPANY
Membership/Chairmanship of Committees of other Board	None

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

Place: Kolkata
Date: 31st August, 2018
Registered Office:
48,Pramatha Choudhury Sarani, Plot 849,
Block P, New Alipore, Kolkata – 700 053

ROAD MAP OF Rabindra Tirth

