WEBSOL ENERGY SYSTEM LIMITED

CIN : L29307WB1990PLC048350
48, Pramatha Choudhury Sarani, Plot 849, Block P, New Alipore, Kolkata - 700 053
Phone : +91 33 2400 0419, Fax : +91 33 2400 0375
Website : www.webelsolar.com, Email : investors@webelsolar.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice be and is hereby given that an Extraordinary General Meeting ("EGM") of shareholders of Websol Energy System Limited (the "Company") will be held on Thursday, 26th Day of May 2016, at Webel Bhawan, Block - EP&GP, Sector - V, Salt Lake Electronics Complex, Kolkata - 700 091 on Thursday at 10 A.M. to transact the following businesses:

AS SPECIAL BUSINESS

ITEM NO. 1

AMENDMENT OF THE EXISTING TERMS AND CONDITIONS OF THE FCCBs OF THE COMPANY

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

"**RESOLVED THAT** in accordance with the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment(s) thereof for the time being in force), the Listing Agreement entered into with the Stock Exchanges inside and outside India where the equity shares and the Foreign Currency Convertible Bonds ("FCCBs") of the Company are currently listed, applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Memorandum and Articles of Association of the Company and subject to all other applicable laws, rules, regulations, guidelines and subject to such approvals, permissions, consent and sanctions as may be necessary from the Government of India (GOI), Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, Stock Exchanges inside and outside India where the equity shares and the FCCBs of the Company are currently listed, institutions and any other competent authorities if any, and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any committee constituted / to be constituted by the Board for exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board, and the Board be and is hereby authorized, for the purposes of the proposed mechanism to amend the existing terms of the outstanding FCCBs of the Company (" FCCB Restructuring") considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the Lead Manager(s) and/ or other advisors or otherwise, as the Board in its absolute discretion may deem fit and appropriate, subject to necessary provisions and approvals, the FCCBs after the restructuring referred to as the "Restructured FCCBs", to inter alia:

(i) The principal value of the outstanding FCCBs to be settled at US$ 12,000,000 from US$ 16,800,000 earlier ;

(ii) Complete waiver of the accrued interest including penal interest amounting to approximately US$ 11,680,000 arising out of default situation of FCCBs;

(iii) The conversion price has been revised to Rs. 62.00/- per share, being approximately 17.00% over the Regulatory Floor Price of Rs. 52.86/- per share;

iv) Unless the Bonds have been previously redeemed, repurchased and cancelled or converted, the Company will redeem the Bonds on 1 May 2021 in cash at 128.00% of the principal value of the Bonds at their accreted Principal Amount based on a yield of 5.00% p.a. compounded semi-annually, calculated on the basis of the number of days elapsed and a 360-day year.

The restructuring proposal is subject to approvals and clearances of Regulatory Agencies including Reserve Bank of India and Bondholders

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts and deeds as may be necessary in relation to the FCCB Restructuring including but not limited to determination of revised conversion price(s) for conversion of FCCBs into equity shares under various circumstances and at various times, provisions for adjustment(s) to conversion price and provision for mandatory rollover of outstanding FCCB's at maturity at mutually agreed terms as may be decided and deemed appropriate, in consultation with the advisors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares (including additional equity shares) as may be required to be issued and alloted upon conversion of the Restructured FCCBs referred to in paragraph(s) above as may be necessary pursuant to the FCCB Restructuring and all such shares shall rank pari passu with the existing equity shares of the Company in all respects as may be provided under the terms of the issue thereof, in accordance with the Listing Agreement and other applicable laws.

RESOLVED FURTHER THAT the Restructured FCCBs shall constitute direct, unsubordinated, unconditional and unsecured obligations of the Company and will at all times rank pari passu and without any preference or priority among themselves.

RESOLVED FURTHER THAT for the purpose of giving effect to the FCCB Restructuring, and for any matter otherwise incidental or ancillary to the FCCB Restructuring, the Board be and is hereby authorized, on behalf of the Company to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the finalisation and signing of the application for approval to the Reserve Bank of India and other regulatory agencies whether inside or outside India, the entering into agreement(s) with one or more Lead Manager(s), advisor(s), Indian and international legal counsel and to sign all applications, fillings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such FCCB Restructuring and any other matter necessary, incidental or ancillary in relation to the FCCB Restructuring as envisaged under this resolution as it may, in its absolute discretion deem fit, without the need for any further authorisations of the shareholders in this regard.

ITEM NO.2

INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL CHANGES IN THE MEMORANDUM OF ASSOCIATION

To consider, and, if thought fit, to pass with or without modifications, each of the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 13 read with Section 61 and other applicable provisions, if any, and the Rules made thereunder of the Companies Act, 2013, the approval of the members be and is hereby accorded for increase in the authorized equity share capital of the Company from Rs. 30,00,00,000/- (Rupees Thrity Crores Only) comprising of 3,00,00,000 equity shares of Rs. 10/- each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) comprising of 6,00,00,000 equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be replaced with the below Clause:

'The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores Only) comprising of 6,00,00,000 (Six Crores) equity shares of Rs. 10/- (Rupees Ten) each with the power to the company to reduce or increase or consolidate the capital.'

RESOLVED FURTHER THAT any Director of the Company or the Compliance Officer be and are hereby authorized severally to file the required forms with the Registrar of Companies and to do all other such acts, deeds, matters and things as may be considered necessary, desirable, and expedient or appropriate for giving effect to this resolution in all respects as it may, in its absolute discretion, deem fit and proper in the best interests of the Company.

RESOLVED FURTHER THAT the copy of this Resolution certified to be true by any of the Board of Directors or the Compliance Officer of Websol Energy System Limited, be submitted to the concerned authorities and they be requested to act thereon."

ITEM NO. 3

RE- APPOINTMENT OF MR. SOHAN LAL AGARWAL AS MANAGING DIRECTOR OF THE COMPANY

Consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and approval of the Board and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any Statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 93 of the Articles of Association of the Company, approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Sohan Lal Agarwal, as Managing Director of the Company with effect from 1ST day of April, 2016 to 31st day of March 2021, as well as payment of salary and perquisites (hereinafter referred to as the "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/ or agreement in such manner as may be agreed to between the Board of Directors and Mr. Sohan Lal Agarwal.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sohan Lal Agarwal shall be as per section 196 and 197 of the Companies Act, 2013, read with Schedule V (Part II- Section II - Remuneration payable by companies having no profit or inadequate profit without Central Government Approval) of the Companies Act, 2013.

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

ITEM NO. 4

RE- APPOINTMENT OF MRS. SIMA JHUNJHUNWALA AS WHOLE TIME DIRECTOR OF THE COMPANY.

Consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**.

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and approval of the Board and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any Statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 93 of the Articles of Association of the Company, approval of the members of the company be and is hereby accorded to the re-appointment of Mrs. Sima Jhunjhunwala, as Whole Time Director of the Company with effect from 1st April, 2016 to 31st March, 2016, as well as payment of salary and perquisites (hereinafter referred to as the "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mrs. Sima Jhunjhunwala.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Sima Jhunjhunwala shall be as per section 196 and 197 of the Companies Act, 2013, read with Schedule V (Part II- Section II- Remuneration payable by companies having no profit or inadequate profit without Central Government Approval) of the Companies Act, 2013.

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

Registered Office:
48, Pramatha Chowdhury Sarani
Plot 849, Block P, 2nd Floor, New Alipore
Kolkata - 70053, West Bengal, India
Phone : 91-33-24000375
Email : Websol@webelsolar.com
CIN - L29307WB1990PLC048350

Place : Kolkata

Date : 30.04.2016

By the Order of Board of Directors
For **Websol Energy System Limited**

Sohan Lal Agarwal
Managing Director
DIN : 00189898

NOTES :

1. A member entitled to attend and vote at the EGM of the company is entitled to appoint one or more proxies, to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the EGM.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.
3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
4. 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.
5. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 10. The Company is also sending communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately in attendance slip
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a Certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA at below address;

   R&D Infotech Pvt. Ltd.
   7A Belatala Road, 1st Floor
   Kolkata - 700026
9. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices,Circulars, etc. from the Company electronically;
10. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the Notice of the Extraordinary General Meeting will also be available on the website of the Company, www.webelsolar.com for download. Members holding shares in electronic mode are therefore requested to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company. Even after registering for e-communication, the members of the Company shall be entitled to receive such communication in physical form, on request.

    Voting through Electronic Means :

    I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) 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 EGM) ("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 EGM 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.

    NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling 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 23rd May, 2016 (10:00 am) and ends on 25th May, 2016 (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 19th May, 2016, 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.

    NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.

    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 SYSTWM 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 cs.aaa.2014@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 EGM :

EVEN (Remote e-voting Event 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 of www.evoting.nsdl.com or 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 19th May, 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting.

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. 19th May, 2016., 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.com or contact NSDL at the following toll free no.: 1800-222-990.

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

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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. M/s Agarwal A & 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 EGM, 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper".

XV. The Scrutinizer shall after the conclusion of voting at the Extra Ordinary 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 EGM, a consolidated scrutinizer's report of the total votes cast in favour 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 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.

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CIN - L29307WB1990PLC048350

Place : Kolkata
Date : 30.04.2016

By the Order of Board of Directors
For **Websol Energy System Limited**

Sohan Lal Agarwal
Managing Director
DIN : 00189898

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

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 EGM of the Company.

ITEM NO. 1

The members had approved the issue of the FCCBs of the Company at the Extraordinary General Meeting held on July 15, 2006. The initial conversion price was Rs. 550.00/- per share (Rs. 275.00/- per share adjusted for ex-bonus of 1: 1). The price was reset to Rs. 485.00/- per share in 2009 and then again to Rs. 344.20/- per share (Rs. 172.10/- per share adjusted for ex-bonus of 1: 1) in 2010, which was also the minimum floor price pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 (the "Scheme"). The Bonds were due for redemption on November 1, 2012.

As a consequence of the downturn in and the highly volatile nature of the global and local capital markets, the trading price of the equity share price has fallen significantly. The closing price of the equity shares of the Company on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited on 01.11.2012 were Rs. 12.80/- and Rs. 12.85/- respectively, which was substantially below its conversion price and the minimum floor price as stated hereinabove.

As a result of the disparity between the trading price of the equity shares of the Company and the conversion price, the holders of the FCCBs (the "Bondholders") have not exercised their conversion option, there being no economic incentive to convert their FCCBs into the equity shares of the Company.

In the aforementioned context, and with a view to:

i) avoid the significant debt burden which would arise in the event that all or a significant amount of the FCCBs have to be redeemed, which may place considerable strain on the Company's financial position; and

ii) improve the image of the Company in the international markets and among major foreign investors;

it is proposed to amend the existing terms of the outstanding FCCBs of the **Company ("FCCB Restructuring")**.

The FCCB Restructuring involves, inter alia, the following, subject to approval of the Bondholders and Reserve Bank of India, by the passing of a written resolution, in accordance with the terms of the FCCB documentation, requiring the consent of 75% of the Bondholders:

(i) The Principal value of the outstanding FCCBs to be settled at US$ 12,000,000 from US$ 16,800,000 earlier;

(ii) Complete waiver of the accrued interest including the penal interest amounting to approximately US$ 11,680,000 arising out of default situation of FCCBs;

(iii) The conversion price has been revised to Rs. 62.00/ share, being approximately 17% over the Regulatory Floor Price of Rs. 52.86/- per share. The regulatory floor price is the minimum price determined in accordance with the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993, as amended pursuant to a notification issued by the Ministry of Finance dated 27th November 2008 (the "1993 Scheme");

(iv) Unless the Bonds have been previously redeemed, repurchased and cancelled or converted, the Company will redeem the Bonds on 1 May 2021 in cash at 128.0 per cent of the principal value of the Bonds at their Accreted Principal Amount based on a yield of 5% p.a. compounded semi-annually, calculated on the basis of the number of days elapsed and a 360-day year;

The restructuring proposal is subject to approvals and clearances of Regulatory Agencies including Reserve Bank of India and Bondholders.

The Company has applied to the RBI for permission to affect the FCCB Restructuring.

The Restructured FCCBs will have terms as to conversion into shares, as may be decided by and deemed appropriate by the Board as per applicable laws and in accordance with statutory approvals.

The FCCB Restructuring does not envisage any new indebtedness being raised by the Company. It merely envisages an amendment to the terms of the FCCBs to reflect contemporary market reality, and to maximize the possibility of the conversion of the FCCBs into equity shares of the Company. Due to the proposed reduction in the conversion price, the number of shares to be issued to the Bondholders of the Restructured FCCBs upon conversion would be significantly higher than the number of equity shares which would have been issued, had the FCCBs prior to FCCB Restructuring been converted at the original conversion price of Rs. 550.00/- per equity share (Rs. 275.00/- per share adjusted for ex-bonus of 1:1).

Resolution

Pursuant to the provisions of Section 62 of the Companies Act, 2013, issue of equity shares to any person other than the existing shareholders of the Company requires the consent of the Company by way of a special resolution.

The issue of equity shares pursuant to the conversion of the FCCB's to be issued by the Company has already been approved at the earlier meeting of the shareholders on July 15, 2006, as referred to hereinabove. The terms and conditions of the existing FCCB's are being amended pursuant to the FCCB Restructuring. However, the number of equity shares to be issued on the conversion of these Restructured FCCB's would be significantly higher than under the FCCB's prior to FCCB Restructuring, since the conversion price is likely to be much lower than the original conversion price of Rs. 550.00/- per equity share, which would lead to a significant further expansion of the Company's capital base, consequently (potentially) diluting the value of the existing equity shares of the Company. Hence, the approval of the shareholders is being sought in this regard.

Your Directors recommend the resolution as set out in Item No. 1 above for the approval of the members as Special Resolution.

None of the Directors of the Company are interested or concerned or may be deemed to be interested or concerned in the resolution proposed at item nos. 1 of the Notice, [except in their capacity as shareholders of the Company].

ITEM NO. 2

Pursuant to the FCCB Restructuring as explained in detail hereinabove in the explanatory statement to Item No. 1, the number of equity shares to be issued on the conversion of the Restructured FCCB's would be significantly higher than under the FCCBs prior to the FCCB Restructuring, since the conversion price is likely to be much lower than the original conversion price of Rs. 550.00/- per equity share (Rs. 275.00/- per share adjusted for ex-bonus of 1:1), which would lead to a significant further expansion of the Company's capital base. In order to ensure that the Company's authorized

capital is adequate to meet issue of new equity shares, if any, to be issued on conversion of the Restructured FCCBs into equity shares, it is proposed to increase the authorized share capital, which is currently at Rs. 30,00,00,000/- (Rupees Thrity Crores Only) comprising of 3,00,00,000 equity shares of Rs. 10/- each. to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) comprising of 6,00,00,000 equity shares of Rs. 10/- each.

Pursuant to the provisions of the Companies Act, 2013, increase in authorized share capital of the Company and the consequential amendments to Clause V of the Memorandum of Association of the Company and requires the consent of the Company by way of Ordinary Resolution.

Your Directors recommend the resolution as set out in Item No. 2 above for the approval of the members as Ordinary Resolution.

None of the Directors of the Company are interested or concerned or may be deemed to be interested or concerned in the resolution proposed at item no. 2 of the Notice.

ITEM NO. 3

Mr. Sohan Lal Agarwal, who was appointed Managing Director by the members to hold office upto 31.03.2016, has attained the age of 70 years on 04.03.2016 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mr. Sohan Lal Agarwal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Sohan Lal Agarwal as Managing Director of the Company.

In terms of the recommendation of Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on April 27, 2016 approving re-appointment of Mr. Sohan Lal Agarwal, as Managing Director of the Company for a further period of five years with effect from 1.04.2016 to 31.03.2021. This is subject to the approval of the shareholders at this Extra Ordinary General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Sohan Lal Agarwal and the terms and conditions of the re-appointment are given below:

i. **Salary:** Rs. 1,41,701/- per month which is eligible for revision on a date to be determined by the Nomination Compensation Committee.

Allowances / Perquisites:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

a. **Housing :** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Managing Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary.

b. **Medical Re-imbursement :** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.

c. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

d. **Club Fees :** Fees upto a maximum of two clubs, entrance or admission fees shall not be borne by the company.

e. **Special Allowances :** As may be decided by the board from time to time which shall not be counted for the purpose of calculation of provident fund gratuity of superannuation fund.

f. **City Compensatory allowances :** As may be decided by the board from time to time which would be 20% of the basic pay.

g. **Personal Accident Insurance :** Premium not to exceed Rs. 5,000 per annum.

h. Gratuity, Ex Gratia/Bonus, superannuation, provident fund by employer or annuity funds benefits, chauffeur driven car, free telephone including mobile, telephone, internet and computer facility at residence as per companies policy and rules. Gratuity payable shall not exceed a months salary for each completed year of service.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Sohan Lal Agarwal is provided below in Table A:

Age	70 Yrs
Qualifications	B Com
Experience	More than Fifty Years Experience in varied industries
Terms and Conditions of re-appointment	As detailed in Explanatory Statements
Details of remuneration	Rs. 40.00/- Lacs per annum
Details of last drawn remuneration	Rs. 22.07/- Lacs per annum
Date of first appointment	25.09.1992
Shareholding in the Company	475508
Relationship with other director/Manager and other KMP	Not related
Number of meetings attended during the Financial Year 2015-16.	10
Directorships of other Board	2
Membership/Chairmanship of Committees of other Board	2

Except Mr. Sohan Lal Agarwal, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 3 of this Notice are accordingly recommended for your approval.

ITEM NO 4

In terms of the recommendations of the Nomination and Compensation Committee the Board of Directors of the Company vide resolution passed on April 27, 2016 approved appointment of Mrs. Sima Jhunjhunwala as Whole-time Director on the Board of the Company with effect from 01.04.2016 to 31.03.2021 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013. This is subject to the approval of the shareholders at this Extra Ordinary General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration.

The details of remuneration payable to Mrs. Sima Jhunjhunwala and the terms and conditions of the appointment are given below:

i. **Salary :** Rs. 61,570/- per month.

Allowances / Perquisites:

The Whole Time Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above:

a. **Housing :** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary.

b. **Medical Re-imbursement :** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.

c. **Leave Travel Concession :** For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

d. **City Compensatory allowances :** As may be decided by the board from time to time which would be 20% of the basic pay.

e. **Special Allowances :** As may be decided by the board from time to time which shall not be counted for the purpose of calculation of provident fund gratuity of superannuation fund,

All the above perquisites and benefits would be subject to the applicable Company policy.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mrs. Sima Jhunjhunwala.

Further, as stipulated under Secretarial Standard-2, brief profile of Mrs. Sima Jhunjhunwala is provided below in Table A:

Age	32
Qualifications	Chartered Accountant
Experience	9.5 yrs
Terms and Conditions of re-appointment	As explained in explanatory statements
Details of remuneration	Rs. 17.55/- Lacs per annum
Details of last drawn remuneration	Rs. 13.00/- Lacs per annum
Date of first appointment	14th November, 2015
Shareholding in the Company	NIL
Relationship with other director/Manager and other KMP	Not related
Number of meetings attended during the Financial Year 2015-16.	5
Directorships of other Board	Nil
Membership/Chairmanship of Committees of other Board	Nil

Except Mrs. Sima Jhunjhunwala, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 4 of this Notice are accordingly recommended for your approval.

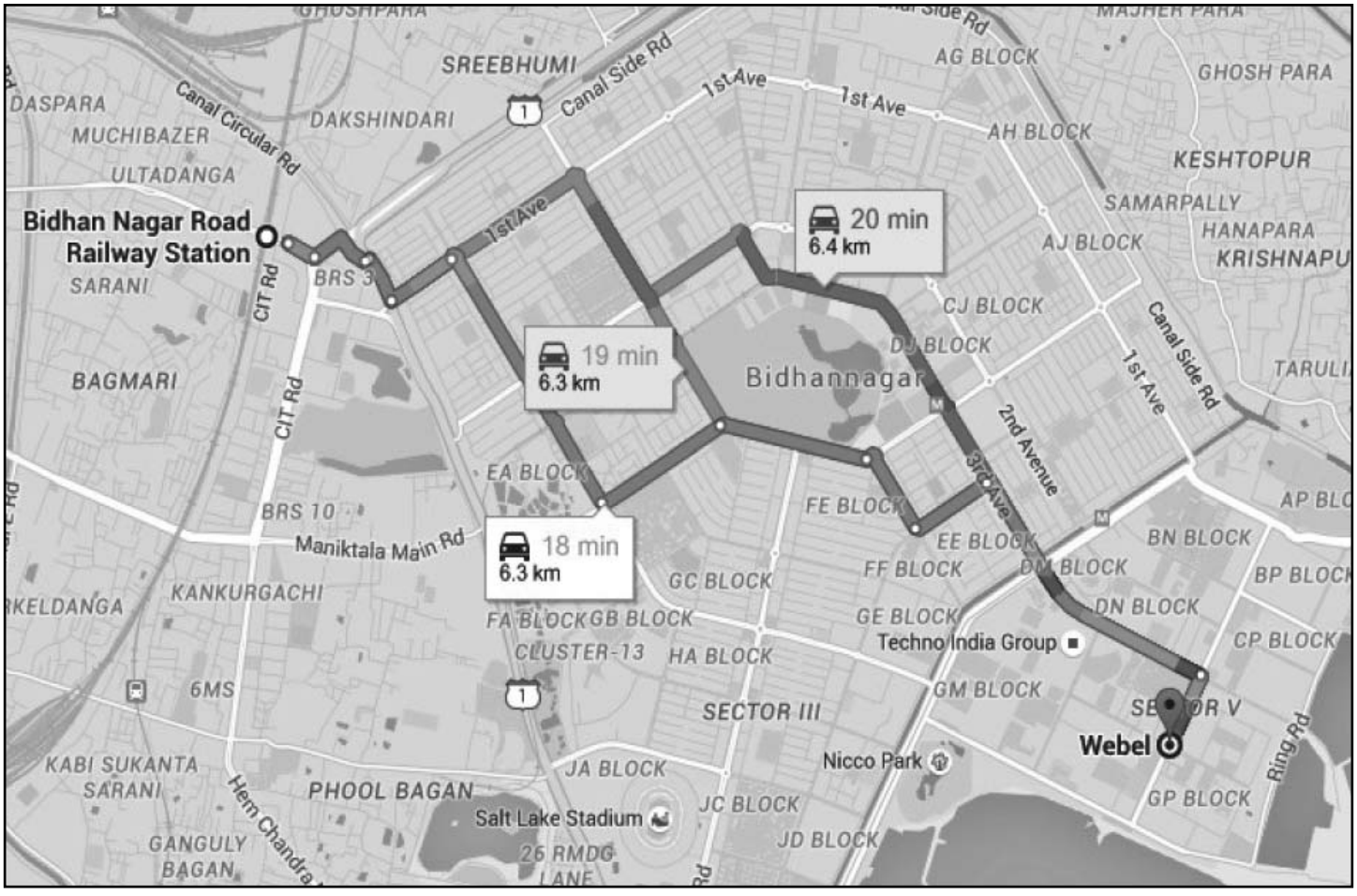
Registered Office:
48, Pramatha Chowdhury Sarani
Plot 849, Block P, 2nd Floor, New Alipore
Kolkata - 70053, West Bengal, India
Phone : 91-33-24000375
Email : Websol@webelsolar.com
CIN - L29307WB1990PLC048350

Place : Kolkata
Date : 30.04.2016

By the Order of Board of Directors
For **Websol Energy System Limited**

Sohan Lal Agarwal
Managing Director
DIN : 00189898

Route Map


Bidhan Nagar Road
Railway Station
20 min
6.4 km
19 min
6.3 km
18 min
6.3 km
Webel
Techno India Group
Nicco Park
Salt Lake Stadium
SREEBHUMI
DAKSHINDARI
MUCHIBAZER
ULTADANGA
SARANI
BAGMARI
BRS 3
BRS 10
Maniktala Main Rd
KANKURGACHI
6MS
KABI SUKANTA SARANI
PHOOL BAGAN
GANGULY BAGAN
Hem Chandra
26 RMDG LANE
CLUSTER-13
FA BLOCK
GB BLOCK
GC BLOCK
HA BLOCK
JA BLOCK
JC BLOCK
JD BLOCK
EA BLOCK
FE BLOCK
EE BLOCK
FF BLOCK
GE BLOCK
GM BLOCK
SECTOR III
AG BLOCK
AH BLOCK
AJ BLOCK
CJ BLOCK
DJ BLOCK
DN BLOCK
CP BLOCK
GP BLOCK
BN BLOCK
KESHTOPUR
SAMARPALLY
HANAPARA
KRISHNAPU
GHOSH PARA
TARULI
Bidhannagar
Canal Circular Rd
Canal Side Rd
CIT Rd
1st Ave
2nd Avenue
3rd Ave
Ring Rd