

NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY

TO THE MEMBERS,

NOTICE is hereby given that the **35th** Annual General Meeting (AGM) of the Members of Websol Energy System Limited will be held on **Monday, September 29, 2025 at 12:30 P.M. (IST)** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR FINANCIAL YEAR ENDED ON MARCH 31, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, along with the reports of the Board of Directors and the Auditors thereon as circulated to the members, be and are hereby considered and adopted."

ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MS. SANJANA KHAITAN (DIN: 07232095), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

"RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013 Ms. Sanjana Khaitan (DIN: 07232095), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation, of the Company."

SPECIAL BUSINESS:

ITEM NO. 3: TO APPROVE THE SUB-DIVISION / SPLIT OF EQUITY SHARES OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") ("**Stock Exchanges**"), the rules, regulations and guidelines etc. issued by the Securities and Exchange Board of India ("**SEBI**") including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules, regulations, circulars and notifications etc. issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and other competent authorities and subject to the approvals, consents and permissions, as may be required from the SEBI, Stock Exchanges and other relevant statutory or regulatory authorities and subject to such terms, conditions, amendments, revisions and corrections, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents and permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), approval of members of the

Company be and is hereby accorded for sub-division / split of equity shares of the Company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, be sub-divided / split into 10 (Ten) equity shares having face value of Rs. 1/- (Rupee One Only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose ("**Record Date**") by the Board."

"RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, the authorised, issued, subscribed and paid-up share capital of face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, existing on the Record Date, shall stand sub-divided/split as follows:

| Particulars | Pre Sub-division / Split | | | Post Sub-division / Split | | |
|---|--------------------------|------------------|---------------------------|---------------------------|------------------|---------------------------|
| | No. of Equity shares | Face Value (Rs.) | Total Share Capital (Rs.) | No. of Equity shares | Face Value (Re.) | Total Share Capital (Rs.) |
| Authorized Share Capital | | | | | | |
| Equity Shares | 6,00,00,000 | 10/- | 60,00,00,000/- | 60,00,00,000 | 1/- | 60,00,00,000/- |
| Issued, Subscribed and Paid-up Share Capital | | | | | | |
| Equity Shares | 4,22,06,347 | 10/- | 42,20,63,470/- | 42,20,63,470 | 1/- | 42,20,63,470/- |

"RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

(a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s)/Letter of Confirmation(s) of the Company in compliance with the prevailing laws/guidelines in this regard; and

(b) for the equity shares held in dematerialised form, the subdivided/ split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), in compliance with the prevailing laws/ guidelines in this regard."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and/ or Company Secretary 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, including to make appropriate adjustments on account of subdivision/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion, deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant application, forms, declarations and documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the Members of the Company to the end and

intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

ITEM NO. 4: TO ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder {including any statutory modification(s) or reenactment(s) thereof, for the time being in force} and Articles of Association of the Company, approval of Members of the Company be and is hereby accorded to replace the existing Clause V of Memorandum of Association of the Company with the following new Clause V:

"The Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 60,00,00,000/- (Sixty Crores) Equity Shares of face value of Re. 1/- (Rupee One Only) each."

"RESOLVED FURTHER THAT the sub-division/split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/ or Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it they may in its/ their absolute discretion consider necessary, desirable or expedient including to settle any question, difficulty or doubt that may arise in this regard, signing, execution and submission of various deed, documents etc. or any modifications/ amendments thereto with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities as may be necessary."

ITEM NO. 5: APPOINTMENT OF MRS. RUPANJANA DE (DIN: 01560140) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the members of the Nomination & Remuneration Committee and subject to confirmation of members of the Company in Annual General Meeting of the Company, Mrs. Rupanjana De (DIN: 01560140), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from member of the Board under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years commencing from 31st July, 2025 to 30th July, 2028 (both days inclusive).

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

ITEM NO. 6: APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FIRST TERM OF FIVE CONSECUTIVE YEARS

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendment thereof and in accordance with the recommendation of the Board of Directors, Mr. Abhijit Majumdar, Company Secretary in Practice (ACS: 9804, C.P: 18995) be and is hereby appointed as Secretarial Auditor of the Company for period of Five (5) consecutive years commencing from the financial year 2025-26 to financial year 2029-30 to conduct the secretarial audit of the Company on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company be authorized severally on behalf of the Members of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard including to vary the terms of appointment, without requiring the Board to secure any further consent or approval of the Members of the Company."

ITEM NO. 7: RE-APPOINTMENT OF MS. SANJANA KHAITAN AS WHOLETIME DIRECTOR (EXECUTIVE DIRECTOR) OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of all earlier resolution passed by the Company in this regard and pursuant to provisions of Section 196, 197, 198 and all other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') including any statutory modifications or re-enactment thereof for the time being in force and enabling provisions of Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and as decided by the Board of Directors in its meeting held on 1st September, 2025, the consent of the members of the Company be and is hereby accorded to re-appoint Ms. Sanjana Khaitan (DIN: 07232095) as the Wholetime Director (Executive Director) of the Company, liable to retire by rotation, for a period of 3 (Three) consecutive years commencing from 1st October, 2025 at a remuneration of Rs. 1,10,00,000 (Rupees One Crore Ten Lacs only) per annum subject to maximum of Rs. 5,00,00,000 (Rupees Five Crore only) per annum and on such terms and conditions as set out in the agreement to be entered between Ms. Sanjana Khaitan and the Company with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Ms. Sanjana Khaitan.

RESOLVED FURTHER THAT subject to the applicable provisions of the Companies Act read with Schedule V of Companies Act, where in any financial year during the tenure of appointment of Ms. Sanjana Khaitan (DIN: 07232095), the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Ms. Sanjana Khaitan, within the overall limits prescribed under the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company be authorized on behalf of the Members of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard including to vary the terms of re-appointment, without requiring the Board to secure any further consent or approval of the Members of the Company."

ITEM NO. 8: TO APPROVE THE REVISION OF REMUNERATION OF MR. SOHAN LAL AGARWAL, MANAGING DIRECTOR OF THE COMPANY, FOR REMAINING PERIOD OF HIS EXISTING TENURE

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in continuation to the earlier resolution passed in AGM held on September 21, 2021 and pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (herein after referred to as the 'Act') and rules made thereunder (including any statutory modification or re-enactment thereof) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') including any statutory modifications or re-enactment thereof for the time being in force and enabling provisions of Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and as decided by the Board of Directors in its meeting dated 1st September, 2025, the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Sohan Lal Agarwal (DIN 00189898), Managing Director of the Company from present remuneration i.e. not exceeding RS. 3,50,00,000/- per annum to not exceeding RS. 4,00,00,000/- per annum with effect from 1st October, 2025 till the end of his present tenure i.e., 31st March, 2026 excluding any perquisites and allowances and on such terms and conditions as may be decided from time to time by the Board of Directors on the recommendation of Nomination and Remuneration Committee, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

"RESOLVED FURTHER THAT subject to the applicable provisions of the Companies Act read with Schedule V of Companies Act, where in any financial year during the tenure of appointment of Mr. Sohan Lal Agarwal (DIN: 00189898), the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Mr. Sohan Lal Agarwal within the overall limits prescribed under the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company be authorized on behalf of the Members of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard including to vary the terms of re-appointment, without requiring the Board to secure any further consent or approval of the Members of the Company."

For **Websol Energy System Limited**

Date: September 01, 2025
Place: Kolkata

Raju Sharma
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, the latest being 09/2024 dated 19th September, 2024 and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). Hence, the AGM of the Company is being held through VC.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 35th Annual General Meeting of the Company shall be conducted through VC/OAVM.

The Company will conduct the AGM through VC/OAVM from its Registered Office which shall be deemed to be the venue of the meeting. Since the AGM is conducted through VC/OAVM, the route map is not annexed hereto.

2. Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In line with the aforesaid Circulars, the Notice of AGM along with Annual report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, August 22, 2025. Members may note that Notice has been uploaded on the website of the Company at www.websolenergy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
4. The shareholders of the Company may request physical copy of the Annual Report (inclusive of Notice of AGM Notice) from the Company by sending request at investors@websolenergy.com.
5. All the members who have not registered their email ID address or holding shares in physical form are requested to immediately register their email ID with NSDL/CDSL along with Folio No/ Client ID and DP ID.
6. In pursuance of Section 112 and Section 113 of the Companies Act, 2013 and Rules made thereunder, Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutiniser at majumdar_abhijeet@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Corporate Members 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.
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the business under item no 3 to 8 of the Notice is annexed hereto. Further , the relevant details pursuant to Regulation 36 (3) of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by Institute of Company

Secretaries of India, in respect of director seeking appointment/re-appointment/variation in terms of remuneration at this AGM are also annexed.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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.
9. 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.
10. Pursuant to Provision of Section 91 of the Companies act, 2013 with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Register of the Company will remain closed from Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive) for the purpose of 35th AGM.
11. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for on-line inspection at the AGM.
13. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.

Voting Through Electronic Means:

14. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, 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 an arrangement 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.
15. The Board of Directors at its meeting dated September 01, 2025 has appointed Mr. Abhijit Majumdar, Practicing Company Secretary (ACS: 9804, C.P: 18995) as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
16. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, September 26, 2025 at 09:00 A.M. and ends on Sunday, September 28, 2025 at 05:00 P.M. 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 cut-off date i.e., **September 22, 2025** 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 i.e September 22, 2025**.

Any person who become member of the Company subsequent to the dispatch of the Notice of AGM and holds the shares as on the cut-off date i.e., **September 22, 2025** may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or Company/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 have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

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. | <ol style="list-style-type: none"> 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. 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. 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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 e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| 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 abovementioned 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 toll free no. 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 use 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.co.in 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 whose 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.

1. General Guidelines for shareholders

- a) 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 majumdar_abhijeet@yahoo.co.in by e-mail with a copy marked to evoting@nsdl.co.in.
- b) 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.
- c) 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 022 - 4886 7000.

2. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on 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 investors@websolenergy.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 investors@websolenergy.com. If you are an Individual shareholders 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.

3. Instructions for Members for participating in the AGM through VC/OAVM are as under:

- The procedure for e-Voting on the day of the AGM is same as per the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the 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.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 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.

4. Instructions for Members for e-Voting during the AGM through VC/OAVM are as under:

- Member will be provided with a facility to attend the AGM/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" placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN NO 136555** 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.
- Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for AGM and will be available for Members on first come first served basis.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- 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.
 - Members facing any technical issue in login before / during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on 022 - 4886 7000.
 - For ease of conduct, Shareholders who would like to express their views/have questions may send their questions in advance atleast 7 days from the AGM mentioning their name demat account number/folio number, email id, mobile number at investors@websolenergy.com . The same will be replied by the Company suitably.
 - Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@websolenergy.com before Monday, September 22, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
 - Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Scrutinizer shall, after the conclusion of voting at 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 48 hours from the conclusion of AGM, a consolidated Scrutinizer's report of 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. The Scrutinizer's decision on the validity of the votes shall be final.
6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.websolenergy.com and on the website of NSDL www.evoting@nsdl.com immediately after declaration of the result and shall be communicated to the Stock Exchanges where shares of the Company are listed and be made available on their respective websites viz www.nseindia.com and www.bseindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")

Item No 3 & 4

The equity shares of the Company are listed and traded on both BSE Limited and National Stock Exchange of India Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage participation of retail investors by making equity shares of the Company more affordable, the Board of Directors at its Meeting held on Monday, September 01, 2025 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of equity shares of the Company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, be sub-divided into 10 (Ten) equity shares having face value of Re. 1/- (Rupee One Only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("**Record Date**").

In the opinion of the Board of Directors, the proposed sub-division/ split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The sub-division/ split of equity

shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/ split of the equity shares. Further, such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

Draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday & Sunday, upto the date of closure of remote e-Voting period i.e., September 28, 2025.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013 approval of Members of the Company is required for sub-division / split of equity shares and consequential alteration to Capital Clause i.e. Clause V of Memorandum of Association of the Company. Accordingly, altered Clause V of Memorandum of Association of the Company will be read as follows:

"The Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 60,00,00,000/- (Sixty Crores) Equity Shares of face value of Re. 1/- (Rupee One Only) each."

The sub-division of equity shares may inter-alia require appropriate adjustments to the existing locked-in shares and pledged shares as required under applicable law.

Hence, the Board recommends the resolutions set out at Item Nos. 3 and 4 of this Notice for your approval by way of Ordinary Resolution and Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying notice except to the extent of their shareholding in the Company, if any.

Item No. 5

Pursuant to Section 149, 150, 152 and 160 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Rupanjana De (DIN: 01560140) was appointed as Non-Executive Independent Directors of the Company by the Board of Directors of the Company w.e.f. 31st July, 2025 for a consecutive period of 3 years subject to the approval and ratification by Shareholders at the General Meeting. The Company has received declaration that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Listing Regulations. She has not been debarred from holding the office of Director pursuant to any SEBI order.

Mrs. Rupanjana De possesses appropriate skills, experience and knowledge and in the opinion of the Board, fulfill the conditions for appointment as a Non-Executive Independent Director as specified in the Act and the Listing Regulations as amended. The brief profile is annexed to this notice.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature as Director of the Company. Accordingly, the Board recommends the appointment of Mrs. Rupanjana De (DIN: 01560140) as the Non-Executive Independent Director by way of Special Resolution.

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 said resolution.

Item No. 6

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Company is required to appoint Secretarial Auditor of the Company for a period of 5 years from the Financial Year 2025-26.

The Board of Directors in its Board Meeting dated September 01, 2025 has appointed Mr. Abhijit Majumdar, Practising Company Secretary as Secretarial Auditor of the Company after considering his vast experience and profile for a period of five years commencing from the financial year 2025-26.

The Company has received a consent letter from Mr. Abhijit Majumdar, Company Secretary in Practice, confirming his willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

Mr. Abhijit Majumdar, Company Secretary in Practice, hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, Mr. Abhijit Majumdar, Company Secretary in Practice, confirms that they hold a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

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 aforementioned resolution.

Item No. 7

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors of the Company, at its meeting dated September 01, 2025 has re-appointed Ms. Sanjana Khaitan as Whole-time Director (Executive Director) of the Company for a period of 3 (Three) consecutive years commencing from 1st October, 2025 at a remuneration of Rs. 1,10,00,000 (Rupees One Crore Ten Lacs only) per annum subject to maximum of Rs. 5,00,00,000 (Rupees Five Crore) per annum excluding perquisites and allowances on such terms and conditions as specified in the agreement to be entered into between Ms. Sanjana Khaitan and the Company. She shall be liable to retire by rotation.

Ms. Sanjana Khaitan joined the Company in the year 2022 during a critical phase when the existing 250 MW Cell Line plant was dismantled and the Company was preparing to establish a new 600 MW Cell Line and a 550 MW Module Line. She played a pivotal role in the successful execution of this plan, working closely with the Chairman and Managing Director, Mr. Sohan Lal Agarwal. Her contribution was instrumental in arranging necessary funding and overseeing the re-establishment of the plant infrastructure.

In recognition of her significant contributions, the Nomination and Remuneration Committee has recommended the aforementioned remuneration to the Board, subject to the approval of the members of the Company.

The Board accordingly recommended the resolution set forth above for approval of the members as an Ordinary Resolution.

The draft Agreement to be entered into between the Company and Ms. Sanjana Khaitan is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays & Sundays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

Except Mr. Sohan Lal Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying notice except to the extent of their shareholding in the Company, if any.

Item No. 8

Pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Mr. Sohan Lal Agarwal was re-appointed as Managing Director of the Company by the Board of Directors in their meeting held on August 14, 2021 w.e.f. April 1, 2021 for a period of 5 years at a remuneration not exceeding Rs. 2,00,00,000/- (Rupees Two Crores only) per annum, excluding any perquisites and allowances, and on such terms and conditions as may be decided from time to time by the Board of Directors on the recommendation of Nomination and Remuneration Committee, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof. The same was subsequently approved by the members at the AGM held on September 21, 2021. The remuneration was further enhanced to a limit not exceeding Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) per annum by the Board at its meeting held on August 30, 2024 and was approved by the members at the AGM held on September 28, 2024.

During the last few financial years, the Company has been facing many challenges and has gone through tough times. The Company has dismantled its entire 250 MW Cell Line and re-established the plant with 600 MW Cell line and 550 MW Module Line whose commercial production have been started with effect from February 14, 2024 and August 01, 2024 respectively. From dismantling to re-establishing the plant, Mr. Sohan Lal Agarwal has made huge efforts to make it successful. The process has also yielded favourable outcome for the Company wherein the Company has been making consistent profits for the last five quarters. Further Mr. Sohan Lal Agarwal has more than 30 years of experience in the field of solar energy and has a long vision for the Company to grow exponentially in its business. After considering all the aforementioned factors the Nomination and Remuneration Committee has recommended to the Board to revise the salary of Mr. Sohan Lal Agarwal and proposed to increase remuneration from not exceeding Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) to not exceeding Rs. 4,00,00,000/- (Rupees Four Crores only) excluding any perquisites and allowances, and on such terms and conditions as may be decided from time to time. All other terms and conditions relating to the perquisites payable to Mr. Sohan Lal Agarwal shall continue to be in accordance with those specified in the notice dated September 1, 2021 and approved by the shareholders at the AGM held on September 21, 2021.

The Board of Directors at its meeting held on September 01, 2025 has approved the resolution of revision of remuneration of Mr. Sohan Lal Agarwal not exceeding Rs. 4,00,00,000/- (Rupees Four Crores only) excluding any perquisites and allowances, and on such terms and conditions as may be decided from time to time subject to compliance with the applicable laws.

The draft supplementary Agreement to be entered into between the Company and Mr. Sohan Lal Agarwal is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays & Sundays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

The Board accordingly recommended the resolution set forth above for approval of the members as a Special Resolution.

Except Ms. Sanjana Khaitan, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying notice except to the extent of their shareholding in the Company, if any.

For **Websol Energy System Limited**

Date: September 01, 2025
Place: Kolkata

Raju Sharma
Company Secretary

ANNEXURE TO THE NOTICE

Annexure-I

Details of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by Institute of Company Secretaries of India

| | | |
|--|--|---|
| Name of Director | Ms. Sanjana Khaitan | Mrs. Rupanjana De |
| DIN | 07232095 | 01560140 |
| Date of birth | 28 years / 06.01.1997 | 50/04.07.1975 |
| Nationality | Indian | Indian |
| Date of first appointment on the Board | 12-11-2022 | 31-07-2025 |
| Qualification | Graduate in Commerce from Shri Ram College of Commerce, Delhi University and postgraduate in Finance from Judge Business School, University of Cambridge | Qualified Company Secretary from ICSI and Master in Law |
| Experience in functional area | Finance professional with more than 5 years' experience | Global academic credentials and more than 24+ years experience in Corporate Law, CSR and Governance |
| Relationship with other Directors | Mr. Sohan Lal Agarwal is grandfather of Ms. Sanjana Khaitan | NA |
| Shareholding in the Company | - | - |
| List of directorship held in other Listed Companies | Nil | Sastasundar Ventures Limited McLeod Russel India Limited |
| Committee membership in other Listed Companies | Nil | Nil |