WEBSOL ENERGY SYSTEM LIMITED

CIN: L29307WB1990PLC048350

Registered Office: 52/1, Shakespeare Sarani, Unimark Asian
8th Floor, Kolkata – 700017, West Bengal T: 033 4009 2100
Website: www.websolenergy.com; Email ID: investors@websolenergy.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **36th** Annual General Meeting (AGM) of the Members of **Websol Energy System Limited** will be held on **Tuesday, 22nd September 2026 at 02:30 P.M. (IST)** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon
2. To declare payment of Dividend of Rs. 0.25 (25%) per equity share of Re. 1/- each for the financial year ended 31st March 2026.
3. To appoint a director in place of Ms. Sanjana Khaitan (DIN: 07232095), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Sanjay Kumar (DIN: 11820120) as Non-Executive Non-Independent Director of the Company**

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

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, Mr. Sanjay Kumar (DIN: 11820120) who was appointed as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. August 10, 2026 based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and who holds office until the date of the 36th Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, signifying intention to propose Mr. Sanjay Kumar as a candidature for the office of the director of the Company, be and is hereby appointed as a Non-Executive Non-Independent of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

5. **Appointment of Mr. Dinesh Agarwal (DIN: 02722380) as an Independent Director of the Company**

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

   "RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of

Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dinesh Agarwal (DIN: 02722380), who was appointed as an Additional Director, designated as an Independent Director of the Company w.e.f. August 10, 2026, pursuant to the provisions of Section 161(1) of the Act, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5(five) consecutive years, i.e., up to August 9, 2031;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

6. **Revision in the terms of remuneration of Ms. Sanjana Khaitan, Executive Director 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 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V thereto (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Articles of Association of the Company and subject to such approvals, consents and permissions as may be required, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded for revision in the terms of remuneration payable to Ms. Sanjana Khaitan, Executive Director of the Company, with effect from April, 2026, by way of inclusion of annual increment up to 15% over her existing remuneration and payment of annual performance-linked commission up to 0.50% of the net profit of the Company, computed in accordance with Section 198 of the Act, subject to a maximum of Rs. 2 Crore (Rupees Two Crore only) each financial year and subject to the overall limits and other applicable provisions of the Act, for the remaining tenure of her current term of appointment.

RESOLVED FURTHER THAT where in any financial year during the tenure of Ms. Sanjana Khaitan, Executive Director the Company has no profits or its profits are inadequate, the Company shall pay the remuneration as set out hereinabove as the minimum remuneration notwithstanding that such remuneration is in excess of the limits specified in the Act or Listing Regulations (including any statutory modification(s) thereof from time to time).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

7. **Payment of Commission to Non-Executive Directors (including Independent Directors) 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 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder read with Schedule V of the Act, Regulation 17(6) and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other law for the time being in force, and in accordance with the

Articles of Association of the Company, consent of the Members be and is hereby accorded for the payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of the Company, as may be decided by the Board, from time to time, in accordance with the provisions of Section 197 read with Schedule V of the Act, with an authority to the Board to determine the manner and proportion of amount to be distributed among Non-Executive Directors (including Independent Directors) every financial year.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or Committees thereof as being paid to the Non-Executive Directors (including Independent Directors) and subject to such criteria as the Board may determine from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

By Order of the Board
For Websol Energy System Limited

Date: August 10, 2026
Place: Kolkata

Ashok Purohit
Company Secretary & Compliance officer
Membership No.: F7490

NOTES:

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"). The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the Thirty Sixth Annual General Meeting shall be the Registered office of the Company.
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 INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM 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 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, August 21, 2026. 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. A letter in physical mode shall be sent to those shareholders, whose e-mail addresses are not registered, providing the web-link, including the exact path, where complete details of the Annual Report are available.
5. 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.

6. 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.

7. 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.

8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the business under item no 4 to 6 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.

9. Pursuant to Section 152 of the Companies Act, 2013, term of appointment of Mr. Rajeewa R Arya (DIN: 10620120), Non-Executive Non- Independent Director was due for retire by rotation at the 36th AGM. However, he has expressed his unwillingness for re-appointment due to his personal reasons and continue to act as Director after the conclusion of the AGM. Therefore Ms. Sanjana Khaitan (DIN: 07232095), retires at the said meeting of the Company and she has expressed her willingness for re-appointment. Mr. Rajeewa R Arya (DIN: 10620120) shall remain the Director till the conclusion of the meeting.

10. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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.

11. 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 Wednesday, September 16, 2026, to Tuesday, September 22, 2026 (both days inclusive) for the purpose of 36th AGM. Dividend as recommended by the Board of Directors, if approved by the Members at the AGM will be paid to those members whose names registered at the Depository participants on Tuesday, 15th September 2026.

12. 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.

13. 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 electronic mode at the AGM.

14. 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.

15. As per SEBI (LODR) (Fifth Amendment) Regulations, 2025 w.e.f, 19th November, 2025 the payment of dividend shall be done using any of the electronic mode of payment facility approved by the Reserve Bank of India.

16. SEBI vide Circular no. HO/38/13/11(2) 2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, in order to facilitate the investors to get rightful access to their securities, has decided to open special window for re-lodgement of transfer deeds of physical securities i.e, transfer and dematerialization of physical securities which were sold or purchased prior to April 1, 2019. The special window shall be open for a period of one year from February 5, 2026 to February 4, 2027. The special window shall also be available for such transfer requests which were submitted earlier and were

rejected/returned/not attended to due to deficiency in the documents/ process/or otherwise. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer and such securities shall not be transferred / lien -marked / pledged during the said lock-in period. However, the claimant must have the original security certificate with them and the same should not have been transferred to Investor Education and Protection Fund for any reason, For further details you may contact the Company Secretary of the Company or the Registrar and Transfer Agent of the Company. A copy of the Circular is also available on the website of the Company at www.websolenergy.com

Voting Through Electronic Means:

17. 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.

18. The Board of Directors at its meeting dated August 10, 2026, 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.

19. 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.

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

The remote e-voting period begins on Saturday, September 19, 2026 at 09:00 A.M. and ends on Monday, September 21, 2026 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 15, 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on **the cut-off date i.e September 15, 2026**.
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 15, 2026** 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.	1. For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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. Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution / Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

   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 141280** 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 Tuesday, September 15, 2026 (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

Item No. 4

Based on the recommendation by the Nomination and Remuneration Committee, the Board of Directors of the company has appointed Mr. Sanjay Kumar (DIN: 11820120) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company w.e.f. August 10, 2026 who holds the office till the date of ensuing annual general meeting in terms of Section 161 of the Companies Act, 2013 ("the Act"). Notice under Section 160 of the Act has been received from a member proposing the candidature of Mr. Sanjay Kumar as a Non-Executive Non-Independent of the Company, liable to retire by rotation in terms of section 152 of the Act.

Mr. Sanjay Kumar (B.Tech.–Mechanical Engineering from National Institute of Technology, Kurukshetra) is a Business Builder, Strategist, Board Leader and Innovation Catalyst with nearly 38 years of extensive experience in the energy sector. He has had a distinguished career with Hindustan Petroleum Corporation Limited (HPCL) from 1988 to 2026, during which he held leadership roles across diverse areas including strategic planning, business development, fuels, lubricants, base oils, bunkering, international business, market intelligence, retail marketing, innovation and emerging energy opportunities. He served as Executive Director at HPCL, where he established and nurtured HPCL's start-up engagement ecosystem, facilitating investments in 23 ventures and supporting innovation-led growth. He also represented HPCL and the Indian energy industry at various global conferences and stakeholder forums.

The Company has received consent of Mr. Sanjay Kumar to act as a Director of the Company and other statutory disclosures and based on the same it is proposed to appoint Mr. Sanjay Kumar as the Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Further as per the declarations received by the Company, Mr. Sanjay Kumar is not disqualified under Section 164 of the Act. The directorships held by Mr. Sanjay Kumar are within the limits prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations".

Details under Regulation 36 of the Listing Regulations read together with Secretarial Standards – 2 on General Meetings as issued by the Institute of Company Secretaries of India are disclosed vide Annexure – I attached to this Notice.

The Board recommends the Resolution at Item No. 4 for approval of the members.

Except Mr. Sanjay Kumar, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 4 as contained in the Notice.

Item No. 5

Based on the recommendation by the Nomination and Remuneration Committee, the Board of Directors of the company has appointed Mr. Dinesh Agarwal (DIN: 02722380) as an Independent Director of the Company w.e.f. 10th August, 2026 for a consecutive period of 5 (five) years subject to the approval by shareholders at the General Meeting. Mr. Dinesh Agarwal possesses appropriate skills, experience and knowledge and in the opinion of the Board, fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations .

The Company has received declaration that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Listing Regulations. Further, he has not been debarred from holding the office of Director pursuant to any SEBI order.

Mr. Dinesh Agarwal (Fellow Chartered Accountant and Fellow Cost and Management Accountant) is a former Partner – Tax & Regulatory Services at Ernst & Young LLP, India, with over 33 years of experience in tax, regulatory and governance advisory. He was associated with Ernst & Young LLP since 2004. Prior to joining Ernst & Young LLP, he worked with KPMG, Kolkata from 1999 to 2004 and Lovelock & Lewes (PricewaterhouseCoopers), Kolkata from 1993 to 1999. He is a senior tax, regulatory and governance advisor with extensive experience in advising multinational corporations, sovereign investment vehicles, promoter-led businesses and Indian groups on complex corporate tax, regulatory and risk matters. His advisory experience spans India market entry, foreign investment regulations, corporate and international tax, transfer pricing, dispute resolution and board-level risk oversight. He is also recognized for combining technical expertise with commercial judgement, stakeholder management and a practical governance perspective.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature as Director of the Company.

Details under Regulation 36 of the Listing Regulations read together with Secretarial Standards – 2 on General Meetings as issued by the Institute of Company Secretaries of India are disclosed vide Annexure – I attached to this Notice.

Accordingly, the Board recommends the appointment of Mr. Dinesh Agarwal (DIN: 02722380) as the Non-Executive Independent Director of the Company by way of Special Resolution.

Except Mr. Dinesh Agarwal, no other Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in Resolution No. 5 as contained in the Notice.

Item No. 6

Ms. Sanjana Khaitan, Executive Director, is a finance professional and a postgraduate in Finance from the University of Cambridge, with extensive experience in finance-led strategy, investment banking, and global business operations. Ms. Khaitan joined the Board of the Company in 2022 as Finance Director, bringing significant expertise in managing banking relationships, developing strategic partnerships, strengthening financial controls, and establishing robust accounting and financial processes.

Working under the able guidance of Mr. Sohan Lal Agarwal, Founder, Chairman & Managing Director of the Company, Ms. Khaitan has played a pivotal role in the Company's transformation and strategic evolution. She has been instrumental in the successful execution of Phase I of the Company's solar manufacturing capacity expansion, comprising a 600 MW solar cell line and a 550 MW solar module line, followed by Phase II, involving an additional 600 MW solar cell line.

Ms. Sanjana Khaitan, Executive Director provides strategic oversight across key functions of the Company, including Finance, Investor Relations, Marketing, Operations, Human Resources, and other critical business verticals. Her leadership is focused on strengthening operational excellence, financial discipline, stakeholder engagement, and the Company's long-term growth strategy.

Ms. Sanjana Khaitan was appointed as Executive Director for a term of three years effective from November 2025 on the fixed yearly remuneration of Rs 1.10 Cr (One Crore Ten lacs) with the perks. However, the approved terms and conditions of her appointment, *inter alia,* does not provide for any annual increment or performance linked incentives for rewarding her contribution.

With the objective of rewarding the Executive Director in line with Company's line annual increment policy and remuneration policy, the Nomination and Remuneration Committee of the Company ("NRC") has proposed to revise the terms of remuneration of the Executive Director by making provision for granting annual increment upto 15% of the last drawn remuneration and payment of performance linked remuneration i.e. commission @ 0.50% of the Net profit as computed under section 198 of the Companies Act 2013 subject to a maximum of Rs. 2 Crore per financial year for the remaining tenure of her current term of appointment.

Recommendation of NRC was accepted by the Board of Directors, at its meeting held on 10th August, 2026, subject to approval of the Members of the Company.

Except for the aforesaid revision in remuneration, all other terms and conditions governing her appointment as approved by the Members shall remain unchanged.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Except Ms. Sanjana Khaitan being the director in her personal capacity, Mr. Sohan Lal Agarwal her grandfather, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 6 as contained in the Notice.

Item No. 7

As per the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the Members is being sought for payment of commission to the Non-Executive Directors of the Company.

It is pertinent to note that the eligible Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience & expertise, industry and sector experience / knowledge, financial and risk management, governance etc. Their contributions, insights and guidance to the senior leadership in the management of the Company play significant role in the growth journey of the Company. In recognition of their valuable contributions, it is considered appropriate that they be compensated adequately in addition to sitting fees to be determined by the Board of Directors of the Company.

The aforesaid remuneration is exclusive of the fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

All the non-executive directors including independent directors, may be considered concerned or interested financially or otherwise, in Resolution No. 7 as contained in the Notice.

By Order of the Board
For Websol Energy System Limited

Date: August 10, 2026
Place: Kolkata

Ashok Purohit
Company Secretary & Compliance Officer
Membership No.: F7490

Annexure-1

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	Mr. Sanjay Kumar	Mr. Dinesh Agarwal
Designation	Executive Director	Non-Executive Non-Independent	Non-Executive Independent
DIN	07232095	11820120	02722380
Date of birth / Age (in Yrs)	06-01-1997 / 29	14-05-1966 / 60	28-10-1965 / 61
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	November 12, 2022	August 10, 2026	August 10, 2026
Qualification	Graduate in Commerce from Shri Ram College of Commerce, Delhi University and postgraduate in Finance from Judge Business School, University of Cambridge	B.Sc. Engineering from NIT, Kurukshetra	FCA and FCMA
Experience in functional area	Refer to the explanatory note of item no -6	Leadership roles across diverse areas including strategic planning, business development, market intelligence, retail marketing, innovation and emerging energy opportunities	Expertise in foreign investment regulations, corporate and international tax, transfer pricing, dispute resolution and board-level risk oversight.
Terms and conditions of appointment	She serves as Executive Director, Liable to retire by rotation	Appointment as Non-Executive Non-Independent Director liable to retire by rotation. For further details, refer Notice and Explanatory Statement.	Appointment as an Independent Director for a period of 5 (five) consecutive years effective from August 10, 2026.
Skills and capabilities required for the role	Leadership, understanding of industry and its operations	Understanding of industry and its operations	Finance, Corporate Planning, Tax, regulatory and risk matters
Relationship with other Directors	Mr. Sohan Lal Agarwal is grandfather of Ms. Sanjana Khaitan	NA	NA
Shareholding in the Company	Nil	Nil	Nil
List of directorships held in other Listed Companies	None	Nil	Nil
Names of the listed entities from which the Director has resigned in the past three years	None	Nil	Nil
Committee membership in Other Listed Companies	None	Nil	Nil
No. of Board Meetings attended during FY 2026-27 (up to the date of this Notice)	2/2	1/1	1/1
Details of remuneration last drawn (2025-26)	Rs 0.74 Crore	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Pl refer Explanatory Statement of item no 6	Pl refer Explanatory Statement	Pl refer Explanatory Statement