



## **NOTICE**

**NOTICE** is hereby given that the 9th Annual General Meeting (AGM) of the Members of Waa Solar Limited will be held at Central Gujarat Chamber of Commerce & Industries (Vanijya Bhavan) 15, Race Course Road, Vadodara 390007 on Friday, September 28, 2018 at 10.00 A.M. to transact the following businesses:

### **ORDINARY BUSINESS:**

**1. Adoption of Financial Statement:**

To consider and adopt the Audited Financial Statement (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors' thereon.

**2. Appointment of Shri Mangi Lal Singhi as a Director, who liable to retire by rotation:**

To appoint a Director in place of Shri Mangi Lal Singhi (DIN- 02754372), who retires by rotation and being eligible, offers himself for re-appointment.

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company, be and is hereby accorded to the reappointment of Mr. Mangi Lal Singhi (DIN- 02754372) as a Director, to the extent that he is required to retire by rotation.”

**3. Ratification of Appointment of Auditors:**

To ratify the appointment of auditors of the Company, and to fix the remuneration payables to them for financial year ending March 31, 2019, as may be determined by the Board of Directors in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

Therefore, the ratification of appointment of M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants, is being placed. The shareholders are requested to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (“Rules”), including any statutory enactment or modification thereof, the appointment of M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants, (Registration No. 101676W), as statutory auditors of the Company for the financial year 2018-19, who have confirm their eligibility to appointed as Auditors, in term of provision of Section 141 of the Companies Act, 2013 and Rule 4 of the Rules, be and is hereby ratified on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by the Board of Directors and the Auditors, with the recommendation of the Audit Committee.”

### **SPECIAL BUSINESS:**

**4. Appointment of Shri Sumitkumar Jayantibhai Patel (DIN: 08206567) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to provision of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being



in force, Shri Sumitkumar Jayantibhai Patel (DIN: 08206567) and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years.”

#### NOTES:

1. The relative Explanatory statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 of the accompanying notice are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
3. **AN INSTRUMENT OF PROXY TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. THE BLANK PROXY FORM IS ANNEXED HERETO.**
4. Corporate/Society Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution/Authority letters together with specimen signature of their representative(s), who are authorized to attend and vote on their behalf at the Meeting.
5. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
6. In case of joint holders attending the meeting, only that joint-holder who is highest in the order of names shall be entitled to vote.
7. Members desirous of any relevant information or clarifications on accounts at the Annual General Meeting are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.
8. The Register of Members and Share Transfer Book of the Company shall remain closed from Friday, September 21, 2018 to Friday, September 28, 2018 (both days inclusive).
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
10. Members are requested:-
  - (i) to bring their copies of Annual Report, Notice and Attendance Slip duly filled in at the time of the Meeting.
  - (ii) to quote their Folio Nos./ DP ID Nos. in all correspondence.
11. Non-resident members are requested to inform their Depository Participants/ Bigshare Services Private Limited, immediately of-
  - (i) change in their residential status to India for permanent settlement;
  - (ii) particulars of their bank account(s) maintained in India with complete name, branch, account type account number and address of bank, with Pin Code Number.
12. Members who have not registered their e-mail addresses so far are requested to register the same with the Company or Bigshare Services Private Limited for receiving all communication electronically from the Company. (Please send to [info@waasolar.org](mailto:info@waasolar.org) updated mail ID with full details of member including Folio number in prescribe form). Electronic copy of the Annual Report 2017-18 is being sent to all the Members who have registered their e-mail ids with the Company / Depository Participants except to those who have specifically requested hard copy of the same. For the Members who haven't registered their e-mail ids, physical copy of the Annual Report 2017-18 is being sent in permitted mode.  
The 9th Annual Report for FY 2017-18 of the Company is also available on the Company's website: [www.waasolar.org/Investors/AnnualReports](http://www.waasolar.org/Investors/AnnualReports).
13. The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/s Bigshare Services Private Limited.

By Order of the Board  
**Waa Solar Limited**

**Date:** September 04, 2018  
**Place:** Vadodara

Kaushik Sakhavala  
**Company Secretary**



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

The Company has received a notice in writing from a member for proposing the candidature of Shri Sumitkumar Jayantibhai Patel (DIN: 08206567) for the office of Independent Director in terms of Section 149 of the Act to act as Independent Director. The Company has received a declaration from Shri Sumitkumar Jayantibhai Patel that he meets with the criteria of Independence as prescribed under section (6) of Section 149 of the Act.

Shri Sumitkumar Jayantibhai Patel (DIN: 08206567), proposed Independent Director of the Company, holds a Bachelor degree in Commerce and also member of the Institute of Company Secretaries of India. He has a wide experience in the field of Secretarial & Legal Department and have knowledge of Good Corporate Governance and well aware of responsibility of an Independent Director.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested, either financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the Members.

By Order of the Board  
**Waa Solar Limited**

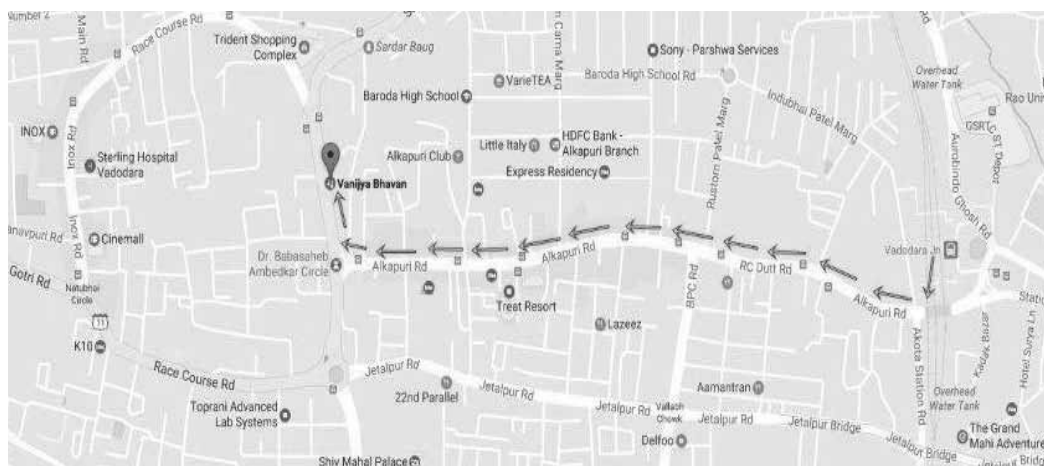
**Date:** September 04, 2018  
**Place:** Vadodara

Kaushik Sakhavala  
**Company Secretary**

**Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

<b>Name of Director</b>	Shri Mangi Lal Singhi	Shri Sumeetkumar Jayantibhai Patel
<b>Director Identification Number (DIN)</b>	02754372	08206567
<b>Date of Birth</b>	05/05/1959	12/07/1990
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment on the Board</b>	October 27, 2017	-
<b>Qualifications</b>	Graduate in Commerce	Commerce Graduate, Company Secretary
<b>Expertise</b>	Finance, Accounting & Treasury Management	Finance & Company Law
<b>Brief Resume</b>	Over 35 years of experience in the field of Accounts, Finance, Banking and Management Immense knowledge, strength in the fields of Accounts to be maintain.	Over 2 Years of experience in the field of Finance, Broking, consultancy and in Company Law
<b>Terms and Conditions of Appointment / Re-appointment</b>	As per the resolution passed by the shareholders at the Extra Ordinary General Meeting, appointed as Non-executive Director, liable to retire by rotation	As per the resolution at Item No. 4 of the Notice of Convening Annual General Meeting on September 28, 2018 read with explanatory Statement
<b>Directorship held in other Public Listed Companies</b>	NIL	NIL
<b>Shareholding in the Company</b>	NIL	NIL

**ROUTE MAP FOR VENUE OF AGM**





**WAA SOLAR LIMITED**

Regd. Office: Madhav House, Nr. Pancharatna Building, Subhanpura, Vadodara – 390023  
CIN: L40106GJ2009PLC076764  
Tel-Fax. 0265 2290722, Email: [info@waasolar.org](mailto:info@waasolar.org), website: [www.waasolar.org](http://www.waasolar.org)

**ATTENDANCE SLIP**

Regd. Folio No. ....  
DP ID No. ....

No. of Shares held .....  
Client ID No. ....

I certify that I am a Member / proxy for the Member (s) of the Company.

I hereby record my presence at the 9<sup>th</sup> Annual General Meeting of the Company at Central Gujarat Chamber of Commerce & Industries (Vanijya Bhavan) 15, Race Course Road, Vadodara 390007 on Friday, September 28, 2018 at 10.00 A.M.

.....  
Member's / Proxy's name in Block Letters

.....  
Signature of Member/ Proxy

**Note:** Please fill up this attendance slip and hand over at the entrance of the meeting hall.

**Form for updation of Email Address**

To,  
The Secretarial Department  
**Waa Solar Limited**  
Madhav House,  
Nr. Pancharatna Building,  
Beside Amul Apartment,  
Subhanpura,  
Vadodara – 390 023

Date: / / 201

Dear Sir,

**Sub.: Updation of email address**

Please register my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name :
Email Id :
Folio No. / Client Id :
DP Id :

\_\_\_\_\_  
Signature of the First named Shareholder

Name:  
Address:



**WAA SOLAR LIMITED**

Regd. Office: Madhav House, Nr. Pancharatna Building, Subhanpura, Vadodara – 390023  
 Corporate Identity Number (CIN): L40106GJ2009PLC076764  
 Tel-Fax. 0265 2290722, Email: [info@waasolar.org](mailto:info@waasolar.org), website: [www.waasolar.org](http://www.waasolar.org)

**Form MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :		
Registered Address :		
E-mail Id:	Folio No /Client ID:	DP ID:

I/We, being the member(s) of the Company, holding \_\_\_\_\_ shares, hereby appoint:

1. Name : ..... E-mail Id: .....  
 Address : .....  
 ..... Signature: .....

or failing him/her

2. Name : ..... E-mail Id: .....  
 Address : .....  
 ..... Signature: .....

or failing him/her

3. Name : ..... E-mail Id: .....  
 Address : .....  
 ..... Signature: .....

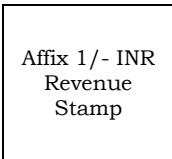
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Friday, September 28, 2018 at 10:00 a.m. at Central Gujarat Chamber of Commerce & Industries (Vanijya Bhavan) 15, Race Course Road, Vadodara 390007, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	For	Against
<b>Ordinary Businesses</b>			
1.	Adoption of Annual Financial Statements (including Consolidation) of the Company as on March 31, 2018		
2.	Re-appointment of Director, Mr. Mangi Lal Singhi (DIN: 02754372 ), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of appointment of M/s. Chandrakant & Seventilal & J. K. Shah & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
<b>Special Business</b>			
4.	Appointment of Mr. Sumitkumar Jayantibhai Patel as an Independent Director		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Shareholder : .....

Signature of Proxy holder : .....



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the Company.