

WAA SOLAR LIMITED
CIN: L40106GJ2009PLC076764
R.O.:Madhav House, Plot No. 4
Nr. Panchratna Building,
Subhanpura, Vadodara – 23 (Guj)
Tele-Fax: 0265-2290722
Info@waasolar.org
www.waasolar.org



WSL/SE/1/2024-25

Date - October 10, 2024

**To,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai - 400001
Scrip Code No 541445**

Dear Sirs,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

This is in continuation to our earlier announcement dated October 04, 2024 on the captioned subject.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of Postal Ballot Notice seeking the approval of members for Increase the Authorized Share Capital of the Company from Rs. 13,50,00,000 to Rs. 18,00,00,000 and subsequent Alteration in the Memorandum of Association of the Company by way of ordinary resolution & Migration from SME platform of BSE Limited to Main Board of BSE Limited and National Stock Exchange of India Limited by way of special resolution.

In compliance with Ministry of Corporate Affairs General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, October 04, 2024 (“**Cut-off date**”).

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide remote e-voting facility to its Members. The remote e-voting period commences from 09:00 a.m. (IST) on Friday, October 11, 2024 and ends at 05:00 p.m. (IST) on Saturday, November 09, 2024. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

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Communication of assent or dissent of the Members would only take place through the remote e-voting system.

The Members whose e-mail address is not registered with the Company/Depositories, to receive the Postal Ballot Notice may register their email addresses on or before 05:00 p.m. (IST) on Saturday, November 02, 2024 with the Depository Participant (DP) and inform us through email: info@waasolar.org

This Postal Ballot Notice will also be available on the Company's website <http://www.waasolar.org/> and on the website of NSDL www.evoting.nsdl.com

This is for your information and record.

Thanking you,

Yours faithfully,
For **WAA SOLAR LIMITED**

AMIT KHURANA
MANAGING DIRECTOR
(DIN-00003626)

Encl: Postal Ballot Notice

cc:

1. National Securities Depository Limited
2. Central Depository Services (India) Limited



POSTAL BALLOT NOTICE
[Notice pursuant to Section 110 of the Companies Act, 2013
Read with rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the rule 20 and Rule 22 of Companies (Management And Administration) rules, 2014 (including any statutory Modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time) and pursuant To other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members through Postal ballot which includes voting by electronic means (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Haresh Kapuriya, Practicing Company Secretary, K H & Associates, Vadodara as the Scrutinizer for conducting the Postal Ballot voting process including e-voting process in a fair and transparent manner.

Members are requested to send their assent or dissent only through the remote e-voting system, as no meeting is required to be conduct as per the MCA general circular No. 17/2020 dated April 13, 2020, general circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated 31st December 2020 (the 'MCA Circulars') read with SEBI Circular No. SEBI/HO/CFO/CMDI/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFO/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI including exemption In dispatch of notice by post. The voting must be submitted not later than 05:00 PM on Saturday, November 09, 2024 to be eligible for being considered to the scrutinizer, failing which it will be strictly considered that no reply has been received from the Member.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the shareholders for this



Postal Ballot. The Company will send Postal Ballot Notice by e-mail to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their e-mail addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by e-mail through their registered email address to info@waasolar.org, providing requisite details like Name of Shareholder, PAN No, DP/Client ID. Members who do not receive the Postal Ballot Notice may send an e-mail to info@waasolar.org obtain a copy of Postal Ballot Notice.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the Instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this postal ballot notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (e-voting). The results shall be declared on or before Monday, November 11, 2024 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at info@waasolar.org .

The Members are requested to consider and pass the following resolutions:

Special Business:

ITEM No.1: TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM RS. 13,50,00,000 TO RS. 18,00,00,000 AND SUBSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to section 61, 64 and 117 and other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force, and as per provisions of Memorandum and Articles of Association of the Company, subject to approval of Members of the Company, the Consent of Board of Directors be and is hereby accorded to increase the authorized Share Capital of the Company from Rupees 13,50,00,000 (Rupees Thirteen Crores and Fifty Lakhs) divided into 1,35,00,000 (One Crore and



Thirty Five Lakh) equity shares of Rs. 10 each to Rs. 18,00,00,000 (Rupees Eighteen Crores Only) divided in to 1,80,00,000 (One Crore and Eighty Lakhs) equity shares of Rs. 10 each by creation of new 45,00,000 Equity Shares of the face value of Rs. 10/- each”

“RESOLVED FURTHER THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for time being in force) and rules made thereunder, the existing Capital Clause V of the Memorandum of Association of the Company be and is hereby substituted with following new Clause V:-

V. The Authorized Share Capital of the Company is Rs 18,00,00,000 (Rupees Eighteen Crores Only) divided in to 1,80,00,000 (One Crore and Eighty Lakhs) equity shares of Rs. 10 each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, and things necessary or desirable, in connection with or incidental to giving effect to the above resolution and to file relevant returns and e-forms with the Registrar of Companies, Ahmedabad”

ITEM NO.2: MIGRATION FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED:

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

“RESOLVED THAT In pursuance of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, BSE circular dated 26th November, 2012 and applicable SEBI (LODR) Regulations, 2015 and provisions of Companies Act, 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of members of the Company be and is hereby granted to migrate the company, currently listed on SME platform of BSE Limited to Main Board of BSE Limited and National Stock Exchange of India Limited and to follow such procedures as specified by SEBI (ICDR) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time and BSE and NSE, to give effect to the foregoing resolution.”

“RESOLVED FURTHER THAT any director and/or Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms,

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documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by board to give effect to the foregoing resolution.”

“**RESOLVED FURTHER THAT** a certified true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc,”

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

Amit Khurana
Managing Director
DIN No. - 00003626
Vadodara, October 10, 2024

Registered office:
Madhav House, Plot No. 4,
Subhanpura, Vadodara – 390023 (Gujarat)
CIN: L40106GJ2009PLC076764
E-mail: info@waasolar.org
Website: www.waasolar.org



NOTES

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Process of dispatch of the Notice will be completed by October 10, 2024.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ M/s Bigshare Services Private Limited the Company's Registrar and Transfer Agents (RTA) as on October 04, 2024 ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their email address in accordance with the process outlined in this Notice.

If your e-mail address is not registered with the Company/RTA/Depositories/Depository Participants, you may register on or before 05:00 p.m. (IST) on November 02, 2024 with your depository participant and inform us on email : info@waasolar.org .

4. Members whose names appear on the Register of Members / List of Beneficial Owners as on (cut-off date i.e October 04, 2024) will be considered for the purpose of voting.
5. In case shares held by Companies, trusts, societies etc. the duly completed postal ballot should be accompanied by a certified copy of the board resolution authority and preferably attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the postal ballot form.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. For permanent registration of email, kindly contact your Depository Participant ("DP"), if shares are held in electronic form and Registrar and Share Transfer Agent, if shares are held in physical form.
8. Members who have not received Notice, can download the same from the Company's website <http://www.waasolar.org/> or from the stock exchange's website www.bseindia.com



on the website of NSDL, www.evoting.nsdl.com . Members can also ask the same by sending mail to the Company on info@waasolar.org

9. The Members can opt for only one mode of voting, i.e., by e-voting. In case Members cast their votes through any other modes, voting done by e-voting shall prevail and votes cast through other option like physical Postal Ballot Form will be treated as Invalid.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. October 04, 2024)
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. The Instructions for electronic voting are annexed to this Notice.
12. A Member cannot exercise his vote by proxy on postal ballot (e-voting).
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before November 11, 2024 at the registered office and will also be displayed on the website of the Company <http://www.waasolar.org/> besides being communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
14. The last date of voting through postal ballot, i.e. November 09, 2024 shall be the date on which the resolution(s) would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.

For any query and/or grievances members can contact to the Company on info@waasolar.org and/or RTA of the Company i.e. Bigshare Services Private limited on prasadm@bigshareonline.com.



The Instructions for shareholders voting electronically are as under:

The voting period begins on October 11, 2024 (IST 09:00 A.M.) and ends on November 09, 2024 (IST 05:00 P.M.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date October 04, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again

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 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:


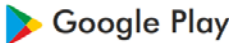


Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” 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.

2. 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>
3. 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.
4. 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> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. 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



	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.com or call at 022 - 4886 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 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***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for shareholders

1. 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 by e-mail to khassociates2016@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
2. 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.

3. 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 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for 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 info@waasolar.org
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 info@waasolar.org 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 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.



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

ITEM NO.1:

Section 61 of the Companies Act, 2013 authorizes a company to alter its memorandum in its General Meeting to increase the authorized share capital by such amount as it thinks expedient.

Shri Amit Khurana, Managing Director and Chairman of the Meeting informed the members that to meet the financial requirement of the Company would be required to raise Share Capital. Hence, the Board of Directors has recommended the said resolution for increasing the Authorized Share Capital of the Company from Rs. 13,50,00,000 to Rs. 18,00,00,000.

The Board recommends passing of the resolution set out in the accompanying notice as an **Ordinary Resolution**.

The Alteration of the Authorized Capital Clause of the Memorandum of Association is purely consequential to this increase of the Authorized share capital.

The nature of concern or interest, financial, or otherwise, if any, in respect, of each item of-

- (i) Every Director- The directors of the company do not have any financial interest in the above item and are only interested to the extent of their shareholding in the company.
- (ii) Every other Key Managerial Person – NA
- (iii) Relatives of the persons mentioned in (i) and (ii)- NA

ITEM NO.2:

As per SEBI circular dated 18th May, 2010, company with Post Issue face value capital of Rs. 10 crores or more and up to Rs. 25 crores and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations Issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid-up Capital of the company after considering the above resolutions passed by the members of the Company is Rs. 13,26,67,640/- and Company is also listed on SME platform of BSE for more than 2 Years. i.e. from June 12, 2018 till date, in compliance of BSE circular dated 26th November, 2012, Board of Directors in their meeting held on Friday, October 04, 2024 decided Migration to Main Board will act as a catalyst in the growth and expansion of

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the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

Further at present Market Capitalization of the Company on SME Platform BSE is more than Rs. 25 Crores and hence eligible to migrate to the Main Board as per the procedures laid down under Regulation 277 of SEBI (ICDR) Regulations, 2018. Moreover, our Company also fulfills the requisite criteria of BSE and NSE for migration w.r.t. paid up capital and market capitalization.

Also, listing on the Main Board of BSE and NSE will take the company into a different league altogether with enhanced recognition and increased participation by retail investors. Moreover, trading of Equity Shares will happen for 1(One) Equity share instead of the present one lot size of 800 shares, i.e. present equity shareholders will get better leverage in trading of equity shares of the Company.

In view of above, the members are therefore requested to accord their approval for the migration of the company's present listing from SME platform of BSE to Main Board of BSE and NSE as set out in the resolution.

The board recommends the resolution set forth in item no.2 for the approval of the members as a **Special Resolution** as per Regulation 277 of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 277 of SEBI (ICDR) Regulations the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

None of the Directors and Key Managerial Personnel (Including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution set out at Item Nos. 2 of this Notice except to the extent of their shareholding if any, In the Company.

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

Amit Khurana
Managing Director
DIN No. - 00003626
Vadodara, October 10, 2024

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