

INDOSOLAR LIMITED

Registered Office: Unit No. 301, 3rd floor, Building 02, Southern Park, Saket, New Delhi-110017,
Tel.: 022-6644-4444

Email: secretarial@waaree.com **Website:** www.indosolar.co.in

Corporate Identification Number (CIN): L18101DL2005PLC134879

NOTICE OF POSTAL BALLOT

Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, each as amended, General Circular No. 09/2024 on September 19, 2024 along with other connected circulars issued from time to time in this regard (hereinafter collectively referred to as **the 'MCA Circulars'**) issued by the Ministry of Corporate Affairs and Circular SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as "SEBI Circulars"), for holding general meetings / conducting the postal ballot process through e-voting, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolutions as set out hereunder are proposed for approval by the Members of the Company as Ordinary/Special Resolutions by means of Postal Ballot by voting only through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

In compliance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, June 06, 2025** ('cut-off date') and whose e-mail addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only. The instructions for e-Voting are appended to this Postal Ballot Notice.

In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing the remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the of MUFG Intime India Private Limited, the Registrar and Share Transfer Agent. This Postal Ballot Notice can also be accessed from the website of the Company at www.indosolar.co.in and on the website of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of the (RTA) at <https://instavote.linkintime.co.in>.

The remote e-voting period shall commence at 09.00 a.m. (IST) on Monday, June 16, 2025 and shall end at 05.00 p.m. (IST) on Tuesday, July 15, 2025. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by MUFG Intime India Private Limited, upon expiry of the aforesaid period.

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The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., **Tuesday, July 15, 2025.**

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. AMITASHOK PAITHANKAR (DIN: 02435057) AS DIRECTOR (NON-EXECUTIVE)

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, and any other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof, and pursuant to the recommendations of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of Mr. Amit Ashok Paithankar (DIN: 02435057) who was appointed as an Additional Director of the Company, with effect from April 17, 2025, and who holds the said office pursuant to the provisions of Section 161 of the Companies Act 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company be and is hereby appointed as a Director (Non-executive) of the Company with effect from April 17, 2025, who will be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and/or Company Secretary be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, E-forms and writings as may be necessary, proper, desirable or expedient.”

2. APPOINTMENT OF MR. MAHESH RAMCHAND CHHABRIA (DIN: 00166049) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule IV of the Act 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), Regulation 17 and 25 and other relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of Mr. Mahesh Ramchand Chhabria (DIN: 00166049) who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors, with effect from April 17, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 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, and who has submitted a declaration that he meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act, who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, who shall hold office for a period of 5 (five) consecutive years from the date of his initial appointment i.e. April 17, 2025 to April 16, 2030 and whose office shall not be liable to retire by rotation.

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

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For and on behalf of the Board of Directors
Indosolar Limited

sd/-

Date: June 09, 2025

Place: Mumbai

Akalpita Harnish Patel

Company Secretary & Compliance Officer

M. No- A40528

NOTES:

1. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the proposed Resolutions given in this Postal Ballot Notice, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a director is furnished as Annexure - I to this Postal Ballot Notice.
3. In compliance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as on **Friday, June 06, 2025** (“cut-off date”) as well as communication of assent / dissent by the Members will be through the remote e-voting system only.
Accordingly, in compliance with the applicable provisions of the Act and the said MCA Circular and SEBI Circulars:
 - The Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories; and the physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is dispensed with for this Postal Ballot.
 - The communication of assent / dissent of the Members will take place through the remote e-voting system only.
 - Members may note that the Notice has been uploaded on the website of the Company at www.indosolar.co.in
 - The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of MUFG Intime India Private Limited, formerly Link Intime India Private Limited (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at <https://instavote.linkintime.co.in>
4. A member cannot exercise his/her vote through proxy on postal ballot. However, Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body’s Resolution / Authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at espuneet5@gmail.com with a copy marked to MUFG Intime at enotices@in.mpms.mufg.com
5. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice up to the last day of voting on the website of the Company www.indosolar.co.in
6. The Resolutions set out in the Notice will be transacted through an electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Postal Ballot Notice which is annexed hereto.
7. Information and other instructions relating to e-voting are as under:
The remote e-voting facility will be available during the following period:
Commencement of e-voting: From 9:00 a.m. (IST) on Monday, June 16, 2025
End of e-voting: Up to 5:00 p.m. (IST) on Tuesday, July 15, 2025

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The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circular, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by MUFG Intime India Private Limited, on the Resolutions set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.

The Scrutiniser shall, after conclusion of the voting period, submit his report, within prescribed timelines, to the Chairman or any person so authorised by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website at www.indosolar.co.in and postal-ballot-notices and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> and shall also be communicated to the stock exchanges within two working days from last date of voting, i.e., on or before Thursday, July 17, 2025 and the outcome will be made available at the registered office as well as at the corporate office of the Company.

The Company has engaged the services of MUFG Intime India Private Limited, to provide remote e-voting facility to the Members.

The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on Resolutions set forth in this Postal Ballot Notice is Friday, June 06, 2025. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, June 06, 2025 such Member may obtain the User ID and password by sending a request at enotices@in.mpms.mufg.com.

In case of any queries, you may or Contact Mr. Ashish Upadhyay at Telephone no. +91 22 4918 6000 or write at enotices@in.mpms.mufg.com.

It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolutions, in accordance with the process specified in this Postal Ballot Notice.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The Board of Directors of the Company has appointed Puneet Motwani & Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes, will, not later than two working days from the conclusion of the Meeting, i.e., on or before Thursday, July 17, 2025, make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e www.indosolar.co.in.

Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e. Tuesday, July 15, 2025. Further, Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

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REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter User ID and Password. Click on “Login”
- 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.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

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- e) Click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

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(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section

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c) Map the Investor with the following details:

- A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name' - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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
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 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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Item No. 1 Appointment of Mr. Amit Ashok Paithankar (DIN: 02435057) as a Non-Executive Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on April 17, 2025, appointed Mr. Amit Ashok Paithankar (DIN: 02435057) as an Additional Director of the Company with effect from April 17, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').

The Board of Directors, at the same meeting, on the recommendations of the Nomination and Remuneration Committee, considered that association of Mr. Amit Ashok Paithankar would be of immense benefit to the Company and accordingly, it is desirable to appoint him as the Director of the Company. Mr. Paithankar possesses requisite skills, experience and competencies identified by the Nomination and Remuneration Committee and the Board of the Company and as required for the role of a Director of the Company. He has experience/expertise in the areas of Engineering, R&D, Manufacturing, IT, and General Management competencies required at the Board. Mr. Paithankar is also Chief Executive Officer of the Company. He is also a Whole Time-Director and Chief Executive Officer of M/s Waaree Energies Limited ("Waaree"), and also a Non-Executive Director of Sangam Solar One Private Limited a Wholly Owned Subsidiary of the M/s Waaree Energies Limited. In view of the same, consent of the members is sought for appointment of Mr. Amit Ashok Paithankar as Non-Executive Director of the Company with effect from April 17, 2025, liable to retire by rotation.

The Company has received all statutory disclosures / declarations, including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section(1) and (2) of Section 164 of the Act, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority, confirmation that he is not aware of any circumstance or situation which exists and all such other relevant disclosures and a notice in writing by a member proposing his candidature under Section 160(1) of the Act.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as **Annexure I** hereto and forms a part of this Postal Ballot Notice. A brief profile of Mr. Amit Ashok Paithankar including nature of their expertise is provided hereinbelow.

Your Board of Directors recommends the Resolution at Item No. 1 for approval by the Members by way of Ordinary Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 1 of this Postal Ballot Notice.

Brief profile of Mr. Amit Paithankar

Dr. Amit Paithankar is the Chief Executive Officer (CEO) at Indosolar Limited. An industry veteran with over 25 years of experience in Engineering, R&D, Manufacturing, IT, and General Management, he has operated across diverse geographical locations over the course of his distinguished career, including India, Asia Pacific, EU, and the USA.

Commencing his career in design engineering and manufacturing at Crompton Greaves, Amit subsequently transitioned into R&D with ABB. Prior to joining Indosolar, he held several key positions at Emerson over the course of a 20-year tenure, overseeing Sales and General Management in India, and later the Asia Pacific, handling P&L's ranging from 200M\$ to 1B\$. He was instrumental in setting up R&D and manufacturing centers in India and steered Global Technology and shared service centers towards the end of his tenure.

Mr. Amit Ashok Paithankar joined Indosolar on November 11, 2024, as Chief Executive Officer("CEO"). Amit's deep commitment to the clean energy transition is perfectly aligned with the Waaree Group's focus on

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sustainability and decarbonization. As CEO, his strategic expertise and visionary approach is playing a key role in expanding the company's global footprint and enabling it to make a significant contribution towards achieving India's ambitious renewable energy targets. Amit holds Ph. D in (Technology), Electrical Engineering from the University of Mumbai, and MBA from the London School of Business and Finance.

Item No. 2 Appointment of Mr. Mahesh Ramchand Chhabria (00166049) as a Non-Executive Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on April 17, 2025, appointed Mr. Mahesh Ramchand Chhabria (DIN: 00166049) as an Additional Director (Non-Executive Independent) of the Company with effect from April 17, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').

The Board of Directors, at the same meeting, on the recommendations of the Nomination and Remuneration Committee considers that association of Mahesh Ramchand Chhabria would be of immense benefit to the Company and accordingly, it is desirable to avail his services as the Independent Director of the Company. Mahesh Ramchand Chhabria possesses requisite skills, experience and competencies identified by the Nomination and Remuneration Committee and the Board of the Company and as required for the role of an Independent Director of the Company. He has experience/expertise in the areas of Finance and investment sector and competencies required at the Board. In view of the same, consent of the members is sought for the appointment of Mr. Mahesh Ramchand Chhabria as an Independent Director of the Company for a period of 5 (Five) consecutive years, commencing from April 17, 2025, to April 16, 2030, not liable to retire by rotation.

The Company has received all statutory disclosures / declarations, including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section(1) and (2) of Section 164 of the Act, declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority, confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, a notice in writing by a member proposing his candidature under Section 160(1) of the Act, Confirmation that he is in compliance with Rules 6(1) and 6 (2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Therefore, in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director, he is independent of the Management and is a person of integrity, possesses relevant expertise / experience.

Accordingly, it is proposed to appoint Mr. Chhabria as an Independent Director of the Company not liable to retire by rotation.

As per the provisions of Sections 149, 152, of the Act and the Rules thereunder, an Independent Director can be appointed with the approval of the Members in the General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, his appointment as a Non-Executive Independent Director also requires approval of the shareholders as per provisions of the Companies Act, 2013. Accordingly, approval of the shareholders is being sought for the appointment of Mr. Mahesh Ramchand Chhabria as an Independent Director of the Company.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as **Annexure II** hereto and forms a part of this Postal Ballot Notice. A brief profile of Mr. Mahesh Ramchand Chhabria including nature of their expertise is provided as hereinbelow.

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Your Board of Directors recommends the Resolution at Item No. 2 for approval by the Members by way of Special Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 2 of this Postal Ballot Notice.

Brief Profile of the Mr. Mahesh Chhabria

Shri Mahesh Chhabria holds a Bachelor of Commerce degree from the University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India.

He was the Managing Director at Kirloskar Industries Limited from July 2017 till March 31, 2025. He was also Non-Executive Non-Independent Director in Kirloskar Pneumatic Company Limited, Kirloskar Ferrous Industries Limited and Kirloskar Oil Engines Limited, Arka Fincap Ltd & Arka Financial Holdings Ltd. In his 8 year stint with the Kirloskar Group, he was instrumental in incubating new businesses- Real Estate & NBFC, a member of the team leading the Group Transformation Journey on Growth, Investor Relations & Communication, Group Branding, CXO & Family Succession plans & exercises, employee retention initiatives, capital allocation, fund raising exercises & mergers & acquisition done by the Group.

In his career spanning over three decades, Shri Mahesh Chhabria has undertaken several leadership roles across private equity and investment banking firms. His belief in emerging India growth story and corporate India's global aspiration led him to join Actis, a long standing leading private equity fund as a Partner for Industrial and Healthcare investments. He had a long stint of 13 years at Enam, one of the leading investment banks in India, where he held multiple roles and in the last five years there, he was the co-head of Investment Banking division.

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Annexure – I

Information pursuant to Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard 2 pertaining to Director seeking Appointment/ Reappointment:

Name	Mr. Amit Ashok Paithankar	
Designation	Non-Executive Director and Chief Executive Officer	
Director's Identification Number (DIN)	02435057	
Date of Birth & Age	01-04-1971 Age : 54 Years	
Brief Profile	<p>Dr. Amit Paithankar is the Chief Executive Officer (CEO) at Indosolar Limited. An industry veteran with over 25 years of experience in Engineering, R&D, Manufacturing, IT, and General Management, he has operated across diverse geographical locations over the course of his distinguished career, including India, Asia Pacific, EU, and the USA.</p> <p>Commencing his career in design engineering and manufacturing at Crompton Greaves, Amit subsequently transitioned into R&D with ABB. Prior to joining Waaree Group, he held several key positions at Emerson over the course of a 20-year tenure, overseeing Sales and General Management in India, and later the Asia Pacific, handling P&L's ranging from 200MS to 1B\$. He was instrumental in setting up R&D and manufacturing centers in India and steered Global Technology and shared service centers towards the end of his tenure.</p> <p>Mr. Amit Ashok Paithankar joined Indosolar on November 11, 2024, as Chief Executive Officer("CEO"). Amit's deep commitment to the clean energy transition is perfectly aligned with the Waaree Group's focus on sustainability and decarbonization. As CEO, his strategic expertise and visionary approach is playing a key role in expanding the company's global footprint and enabling it to make a significant contribution towards achieving India's ambitious renewable energy targets. Amit holds Ph. D in (Technology), Electrical Engineering from the University of Mumbai, and MBA from the London School of Business and Finance.</p>	
Qualifications	PHD in Technology MBA (Business and Finance) B.E. (Electrical)	
Terms and Conditions of Appointment or reappointment	He is appointed as Non-executive Director of the Company, not liable to retire by rotation.	
Remuneration Last Drawn (in FY 2024-25), if applicable	Not Applicable	
Remuneration proposed to be paid	Not Applicable	
Stock Options	Not applicable	
Date of first Appointment on the Board	April 17, 2025	
Name of the listed entities from which the person has resigned as a Director in the past three years*	None	
Directorship in other Companies as on date of Postal Ballot Notice (including Indosolar Limited)	Sr. No	Name of the Company
	01	Indosolar Limited
	02	Waaree Energies Limited
	03	Sangam Solar One Private Limited

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Chairman / Member of the Committee(s) of the Board of Directors of the Company	None
Chairmanship/ Membership in the Committees of the Boards of other Companies in which he/she is a director*	None
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager*	Waaree Energies Limited (Whole-time Director and Chief Executive Officer)
Shareholding in the Company including beneficial ownership	Nil
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	Mr. Amit Ashok Paithankar is also a Chief Executive Officer of the Company. He is Whole-time Director and Chief Executive Officer of the Waaree Energies Limited (Holding Company) and also a non-executive Director in Sangam Solar One Private Limited a subsidiary of the Holding Company, apart from this he is not related to any Directors, Manager and other Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year 2025-26 (post appointment as Director)	NA - as no meeting held since his appointment in the Financial Year 2025-26.
Justification for choosing the appointee for appointment as an Independent Director	As mentioned in the explanatory statement
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the explanatory statement

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Annexure – II

Information pursuant to Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard 2 pertaining to Director seeking Appointment/ Reappointment:

Name	Mr. Mahesh Ramchand Chhabria
Designation	Non-Executive Independent Director
Director's Identification Number (DIN)	00166049
Date of Birth & Age	19-04-1964 Age : 61 Years
Brief Profile	<p>Shri Mahesh Chhabria holds a Bachelor of Commerce degree from the University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India.</p> <p>He was the Managing Director at Kirloskar Industries Limited from July 2017 till 31/3/25. He was also Non-Executive Non-Independent Director in Kirloskar Pneumatic Company Limited, Kirloskar Ferrous Industries Limited and Kirloskar Oil Engines Limited, Arka Fincap Ltd & Arka Financial Holdings Ltd. In his 8 year stint with the Kirloskar Group, he was instrumental in incubating new businesses- Real Estate & NBFC, a member of the team leading the Group Transformation Journey on Growth, Investor Relations & Communication, Group Branding, CXO & Family Succession plans & exercises, employee retention initiatives, capital allocation, fund raising exercises & mergers & acquisition done by the Group.</p> <p>In his career spanning over three decades, Shri Mahesh Chhabria has undertaken several leadership roles across private equity and investment banking firms. His belief in emerging India growth story and corporate India's global aspiration led him to join Actis, a long standing leading private equity fund as a Partner for Industrial and Healthcare investments. Prior to joining Actis, he was a Partner at 3i, another private equity fund for whom he was a Global Lead Partner for healthcare investing. Before 3i, he had a long stint of 13 years + at Enam, one of the leading investment banks in India, where he held multiple roles and in the last five years there, he was the cohead of Investment Banking division.</p>
Qualifications	Chartered Accountant
Terms and Conditions of Appointment or reappointment	Appointment for a first term of 5 (five) consecutive years commencing from April 17, 2025, to April 16, 2030, and not liable to retirement by rotation.
Remuneration Last Drawn (in FY 2024-25), if applicable	Not Applicable
Remuneration proposed to be paid	He shall be paid a sitting fee for attending meetings of the Board
Stock Options	Not applicable
Date of first Appointment on the Board	April 17, 2025
Name of the listed entities from which the person has resigned as a Director in the past three years*	Kirloskar Ferrous Industries Ltd Kirloskar Pneumatic Company Limited Kirloskar Industries Limited Kirloskar Oil Engines Limited Kirloskar Industries Limited Shoppers Stop Limited

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Directorship in other Companies as on date of Postal Ballot Notice (including Indosolar Limited)	Sr. No		Name of the Company		
	1		Indosolar Limited		
	2		Shoppers Stop Limited		
	3		ZF Commercial Vehicle Control Systems India Limited		
	4		KC Ventures LLP		
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Not Applicable				
Chairmanship/ Membership in the Committees of the Boards of other Companies in which he/she is a director*	Sr. No	Name of Company	Listed/Unlisted	Type of Committee	Nature of Interest (Chairman/Member)
	01.	Shoppers Stop Limited	Listed	Audit Committee	Chairman
				Stakeholder Relationship Committee	Member
				Risk Management Committee	Chairman
				Corporate Social Responsibility Committee	Member
	02.	ZF Commercial Vehicle Control Systems India Limited	Listed	Audit Committee	Chairman
				Nomination and Remuneration Committee	Member
Risk Management Committee				Member	
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager*	None				
Shareholding in the Company including beneficial ownership	Nil				
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	Mr. Mahesh Ramchand Chhabria is not related to any Directors, Manager and other Key Managerial Personnel of the Company.				
Number of Board Meetings attended during the year 2025-26 (post appointment as Director)	NA - as no meeting held since his appointment in the Financial Year 2025-26.				
Justification for choosing the appointee for appointment as an Independent Director	As mentioned in the explanatory statement				
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the explanatory statement				

* As per disclosure received from the Director

Registered Office

Unit No. 301, 3rd floor, Building 02,
Southern Park", Saket,
New Delhi-110017

Date: June 09, 2025

Place: Mumbai

For and on behalf of the Board of Directors
Indosolar Limited

sd/-

Akalpita Harnish Patel
Company Secretary & Compliance Officer
M. No- A40528

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