



SELCO SOLAR LIGHT PRIVATE LIMITED

Regd. Office :
"ASHWINI", No. 14, 16th Cross,
20th Main, J.P. Nagar, 5th Phase,
Bangalore-560 078,
Karnataka, India.

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PAN : AAEC8097E
CIN : U40106KA1995PTC017498

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Members of **SELCO SOLAR LIGHT PRIVATE LIMITED** will be held on **Tuesday**, the **28th** day of **September 2021** at **2.00 pm THROUGH VIDEO CONFERENCE** facilitated from the residence of Company Secretary and DGM (Accounts & Finance) at 405, SMR Vinay Meenakshi, B. G road, Gottigere, Near Vijayashree Hospital, Bannerghatta, Bangalore 560083, Karnataka, India to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve, and adopt the Audited Annual Accounts of the Company for the financial year ended 31st March 2021 consisting of Balance Sheet, Statement of Profit and Loss, Cash Flow Statement along with Notes and such other documents appended to the Annual Accounts together with the Report of Directors and Auditors thereon.
2. To consider re-election of Mr. Thomas Joseph Pullenkav (DIN: 07981935), Director, who retires by rotation and being eligible, offers himself for re-election.

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:**

REGULARIZATION OF MS. ELENA CASOLARI (DIN: 09047330)

"RESOLVED THAT pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the rules framed there under and in pursuance of the Articles of Association of the Company, Ms. Elena Casolari (DIN: 09047330), who was appointed as an Additional Director in the capacity of Nominee Director by the Board of Directors with effect from 10th March, 2021, be and is hereby appointed as Director in the capacity of Nominee Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies, Karnataka and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. **To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:**

REGULARIZATION OF MR. MANKAL SHANKAR SRIRAM (DIN: 00588922)

"RESOLVED THAT pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the rules framed there under and in pursuance of the Articles of Association of the Company, Mr. Mankal Shankar Sriram (DIN: 00588922), who was appointed as an Additional Director in the capacity of Nominee

Director by the Board of Directors with effect from 10th March, 2021, be and is hereby appointed as a Director in the capacity of Nominee Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies, Karnataka and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

TO CONSIDER AND APPROVE ALTERATION OF OBJECT CALUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AND TO BRING ADOPT NEW SETS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY ALIGNED WITH THE PROVISIONS OF COMPANIES ACT, 2013

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and in pursuance of Articles of Association of the Company,

- a. the existing Clause 3(a)(1) of the Memorandum of Association of the Company dealing with Main Objects Clause be and is hereby replaced/substituted with the following new Clause :
 1. To carry on the business of consulting, designing, assembling, manufacturing, buying, selling, importing, exporting, hire purchase, leasing, installing, commissioning, maintaining and otherwise dealing in solar powered systems and devices including central battery charging stations, basic home lighting equipment, photovoltaic power and lighting systems, electronic and electrical equipment, and other accessories used in conjunction with the aforesaid, and components and materials required for the manufacture of any of the above; to purchase, procure, manufacture, import, export, trade, research, distribute, sell and otherwise deal in energy efficient electrical, electronic, and mechanical equipment and devices required in providing all-encompassing, energy-based solutions, products and equipment related to health, education, food and food processing, textiles, agricultural industries, and livelihoods including equipment and devices to increase productivity and efficiency in these aforementioned areas such as motorised livelihood solutions, medical and bio-medical devices, cold storage and other refrigeration devices and systems, digital education systems including the required software, telecommunications installations, satellite earth stations, and cellular or radio telephone installations and other accessories used in conjunction with the aforesaid, and components and materials required for the manufacture of any of the above; to act as EPC or EPCM contractors and turnkey solution or service providers for any of the systems, equipment and devices mentioned aforesaid; and, to engage contractors, architects, painters, carpenters, electricians, plumbers and other workers and service personnel in auxiliary fields to providing and otherwise dealing in efficient building construction and other systems and services in the built environment sector including liasoning with state electricity boards, DISCOMs and other electricity distributors for grid integration and connections.
- b. the existing Clause 3(a)(5) of the Memorandum of Association of the Company dealing with Main Objects Clause be and is hereby replaced/substituted with the following new Clause:
 5. To engage in public education on domestic and worldwide energy issues and to disseminate public information regarding new and renewable sources of energy, including solar electric technologies, to conduct awareness or training programs, seminars, workshops and such other programmes on individual or community levels.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4 (6) and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and in pursuance of Articles of Association of the Company,

- a. the reference to Table A of Schedule I be and is hereby referred by inserting the word "Table A" above the words "MEMORANDUM OF ASSOCIATION"
- b. Clause I of the Memorandum of Association of the Company be and is hereby numbered as "1st";
- c. Clause II of the Memorandum of Association of the Company be and is hereby numbered as "2nd";
- d. Clause III of the Memorandum of Association of the Company be and is hereby numbered as "3rd" and the words "The objects for which the Company is established are the following" be and is hereby deleted;
- e. Sub-Clause A of Clause III of the Memorandum of Association of the Company be and is hereby numbered as "(a)" in clause 3rd and the words "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" be and is hereby replaced/substituted with "The objects to be pursued by the Company on its are";
- f. Sub-Clause B of Clause III of the Memorandum of Association of the Company be and is hereby numbered as "(b)" in clause 3rd and the words "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE: TO DO ALL THINGS INCIDENTAL be and is hereby replaced/substituted with "Matters which are necessary for furtherance of the objects specified in clause 3(a) are:";
- g. in existing Sub-Clause 6 of Clause III B, the mis-spelt word "d'invention" be and is hereby replaced with "invention";
- h. Sub-Clause 9 of Clause III B of the Memorandum of Association, after deleting the reference to Companies Act, 1956, be and is hereby replaced/substituted with the following Clause:
 9. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or Company carrying on or engaged in any business or transactions which this Company is authorised to carry on and subject to the Companies Act, 2013, to amalgamate with any other such company, having objects altogether or in part similar to those of the Company.
- i. in existing Sub-Clause 11 of Clause III B, the words "subsidise" and "subsidising" be and are hereby replaced with "subsidize" and "subsidizing";
- j. Sub-Clause 12 of Clause III B of the Memorandum of Association, after deleting the reference to Companies Act, 1956 and correcting the spelling of the word "hundies" to "hundi's" be and is hereby replaced/substituted with the following Clause:
 12. Subject to Sections 73 and 179 of the Companies Act, 2013 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the purposes of the Company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundi's, bills of lading, warrants, or such other negotiable instruments of all types or by taking credit in or opening current accounts or overdraft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock, perpetual or otherwise and in security for any such money so borrowed raised or received and of any such debenture or debenture-stock, so issued to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

- k. in existing Sub-Clause 13 of Clause III B, the words “hundies” be and is hereby replaced with “hundī’s”;
- l. in existing Sub-Clause 21 of Clause III B, the words “types” be and is hereby replaced with “type’s”;
- m. in existing Sub-Clause 32 of Clause III B, the words “equipments” be and is hereby replaced with “equipment’s”;
- n. in existing Sub-Clause 36 of Clause III B, the words “organisation” be and is hereby replaced with “organization”;
- o. the existing Clauses 1 to 10 under III (C) of the Memorandum of Association of the Company, after correcting the words “aeroplanes” and “equipments” to “aero planes” and “equipment’s” be and are hereby renumbered as 37 to 46 and inserted under Sub-Clause 3 (b);
- p. the heading of Clause III (C) of the Memorandum of Association of the Company along with explanation appearing in paragraphs a) to e) be and is hereby deleted;
- q. Clause IV of the Memorandum of Association of the Company be and is hereby numbered as “4th” and the words “The liability of the members is Limited” be and is hereby replaced/substituted with “The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”;
- r. Clause V of the Memorandum of Association of the Company be and is hereby numbered as “5th”;
- s. Subscription clause of the Memorandum of Association of the Company be and is hereby numbered as “6th”;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things, matters as in their absolute discretion, as they may consider necessary, expedient or desirable, and to settle any question, remove any difficulty or doubt that may arise in this regard and to take such actions or give such directions as they may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit and to do all acts, deeds, things and matters as may be required to give effect to the above resolutions in the best interest of the Company and its shareholders.”

6. **To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:**

TO APPROVE AMENDING THE ARTICLES OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to 14 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and Rules framed thereunder, the Articles of Association of the Company be and are hereby modified, amended and restated and accordingly, Article Nos. 1 to 171 of the existing Articles of Association be and are hereby deleted, and be replaced with the revised regulations in Article Nos. 1 to 171 in the manner contained in the draft Articles of Association annexed hereto as **Annexure B**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things, matters as in their absolute discretion, as they may consider necessary, expedient or desirable, and to settle any question, remove any difficulty or doubt that may arise in this regard and to take such actions or give such directions as they may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit and to do all acts, deeds, things and matters as may be required to give effect to the above resolutions in the best interest of the Company and its shareholders.”

For and On behalf of the Board of Directors of
SELCO SOLAR LIGHT PRIVATE LIMITED



Harish Handerto Hande

Director

DIN: 00144458

29-30, 1st Main Road, Behind ISRO Layout
Vittal Nagar, 2nd Phase, Kumaraswamy Layout
2nd Stage, Bangalore 560111

Place: Lowell Massachusetts, USA

Date: 25-08-2021



Thomas Joseph Pullenkav

Director

DIN: 07981935

A-205, Rose Garden Apartments
Arekere Gate, Bannerghatta Road
Bangalore 560076

Place: Bangalore, India

Date: 25-08-2021

NOTES:

- 1) In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) have permitted companies to conduct AGM through Video Conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, the 26th AGM of the Company is being convened and conducted through VC.
- 2) Though as per the Companies Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf and a proxy need not be a member of the Company, by virtue of the above General Circulars of the MCA, the shareholders cannot appoint Proxy/ies. Therefore, Proxy Form is not enclosed to this Notice of AGM.
- 3) Members may note that the meeting will be held through video conferencing. The video link for joining the meeting will be shared prior to the start of the meeting. The Meeting Room through weblink will be open at least 15 minutes prior to the scheduled time and the members are requested to join the meeting at their earliest convenience. The members may also note that the weblink will be open for at least 15 minutes after the commencement of the Meeting, even if the Meeting gets concluded within this time.
- 4) In case of any assistance required for accessing the video conferencing before the meeting or during the meeting, the shareholders are requested to contact: Ms. Khusboo Agarwal, Company Secretary, Email id: khusboo@selco-india.com and Mobile Number: +91 7349768527
- 5) Members may also note that the AGM notice has been displayed on website of the Company.
- 6) Members may cast their vote by show of hands on the resolutions.
 - (i) In case poll under Section 109 of the Companies Act, 2013 is required to be taken during the meeting on any resolution, the members are requested to convey their vote to the following e-mail ID of the scrutiniser: padmavathi@prozone1.com
 - (ii) Voting has to be done for each item of the notice separately. In case you do not desire to cast your

- vote on specified item, it will be treated as abstained.
- (iii) On a vote by show of hands, members are entitled to one vote for each class of share.
- 7) Instructions for Participation through Electronic Means (Microsoft Teams Application):
- (i) Members are requested to click on the web hyper-link.
 - (ii) Either join on the web or download the app (It is advised to download and install the app before the meeting starts. If you already have the Microsoft Teams app, the meeting will open on the app automatically).
 - (iii) If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
 - (iv) Within a minute you will be asked to join the meeting.
 - (v) Click on join the meeting.
 - (vi) You will be given an option to join the meeting either with your audio or video. Click on join with video.
 - (vii) You will then able to access/attend the meeting.
 - (viii) Members may cast their vote by show of hands on the resolutions.
 - (ix) In case poll under Section 109 of the Companies Act, 2013 is required to be taken during the meeting on any resolution, the members can convey their vote to the following e-mail ID: padmavathi@prozone.ooo
 - (x) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on specified item, it will be treated as abstained.
 - (xi) On a vote by show of hands, members holding different classes of shares shall be entitled to one vote for each class of share.
- 8) The members who participate in the meeting through the link shall be counted for determining the quorum as required under the Companies Act, 2013.
- 9) Members/Corporate Nominees who are attending the meeting physically, are requested to sign the attendance sheet as per the specimen signature recorded with the Company before admission to the Meeting Hall. In case of members/corporate nominees attending the meeting through video conference, a roll call will be taken at the start of the meeting to form an opinion as regards the attendance of the members
- 10) The copy of Annual Report, notice of 26th Annual general Meeting along-with the supporting Annexures are being sent to the members through e-mail who have registered their e-mail ids with the Company. Members are requested to update their preferred e-mail ids with the Company, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice at their registered address through permitted mode.
- Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company for the same at its registered office before the Annual General Meeting
- 11) Members are requested to notify immediately any change in their address or other particulars, including email addresses to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.
- 12) Statement under section 102 of the Companies Act, 2013 in respect of Special Business has been annexed to the Notice of this General Meeting, and forms part of this notice.
- 13) All relevant documents referred to in the Notice of Annual General Meeting are available for inspection electronically.
- 14) The Register of contracts or arrangements in which Directors are interested and Register of Directors and key Managerial Personnel and their Shareholding maintained under Section 189 and 170 of the Companies Act, 2013, and such other Registers which should be kept open for inspection of members, are available for such inspection electronically.

15) Route map has not been provided as it is a Meeting to be held with Video Conference mode only.

For and On behalf of the Board of Directors of
SELCO SOLAR LIGHT PRIVATE LIMITED



Harish Handerto Hande

Director

DIN: 00144458

29-30, 1st Main Road, Behind ISRO Layout
Vittal Nagar, 2nd Phase, Kumaraswamy Layout
2nd Stage, Bangalore 560111

Place: Lowell Massachusetts, USA

Date: 25-08-2021

Thomas Joseph Pullenkav

Director

DIN: 07981935

A-205, Rose Garden Apartments
Arekere Gate, Bannerghatta Road
Bangalore 560076

Place: Bangalore, India

Date: 25-08-2021

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

AGENDA # 3 REGULARIZATION OF MS. ELENA CASOLARI (DIN: 09047330)

In pursuance of nomination of Ms. Elena Casolari as a Director of the Company as a nominee of the Shareholder of the Company namely M/s. Good Energies Foundation and the provisions contained under Section 161 and other applicable provisions, if any of the Companies Act, 2013, the Board of Directors at its meeting held on 10th March 2021, had inducted Ms. Elena Casolari (DIN: 09047330) as an Additional Director in the capacity of Nominee Director with effect from 10th March 2021 to hold office until the conclusion of ensuing Annual General Meeting of the Company and shall be eligible for confirmation of her appointment thereat.

Therefore, her appointment as a director has been proposed for the approval of Shareholders by way of an Ordinary Resolution as mentioned under Agenda #3.

Additional Disclosure as per para 1.2.5 of Secretarial Standard # 2

Name of Director	Ms. Elena Casolari
Age	55 years
Qualification	Degree in Business administration
Experience	Professional
Terms and Conditions	Non-Executive Director of the Company
Remuneration Last Drawn	Not applicable as she is a Non-Executive Director
Date of first appointment on the Board	10/03/2021
Shareholding in the Company	Nil
Relationship with other Directors	Not related to any other Director of the Company in the manner covered under the provisions of Companies Act, 2013
Relationship with Manager	The Company has not appointed any manager as defined under the provisions of Companies Act, 2013
Relationship with Key Managerial Personnel (KMP)	Not related to any KMP of the Company in the manner covered under the provisions of Companies Act, 2013
No. of Meeting of the Board attended during the year	Two Board meetings attended during FY 2021-22
Other Directorships	Foreign Body Corporate - 1. LBV SRL 2. Opes Italia Sicaf Euveca Spa 3. Social Impact agenda per Italia 4. Fondazione Umano Progresso
Membership or Chairmanship of Committees:	Nil

Your directors recommend the resolution for approval of the Members as an Ordinary Resolution.

Disclosure of Interest of Directors and others, as required under Section 102(1) read with Proviso to Section 102(2) of the Companies Act, 2013:

- (a) With respect to Directors, none of the Directors of the Company except Ms. Elena Casolari is deemed to be interested or concerned, financially or otherwise, in passing the Resolution covered under Agenda # 3;
- (b) The Company is not having any Manager as defined under the Companies Act, 2013, and hence his/her interest or concern in passing this Resolution does not arise;
- (c) Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company. Concern or interest of Key Managerial Personnel appointed by the Company, if any, whether financially or otherwise in passing the above Resolution does not arise;
- (d) As per the annual disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise in

respect of this agenda. Since the Company did not have any Manager, interest of their relatives in this Resolution did not arise.

AGENDA # 4 **REGULARIZATION OF MR. MANKAL SHANKAR SRIRAM (DIN: 00588922)**

In pursuance of nomination of Mr. Mankal Shankar Sriram as a Director of the Company as a nominee of the Shareholder of the Company namely DOEN Participaties B.V., and the provisions contained under Section 161 and other applicable provisions, if any of the Companies Act, 2013, the Board of Directors at its meeting held on 10th March 2021, had inducted Mr. Mankal Shankar Sriram (DIN: 00588922) as an Additional Director in the capacity of Nominee Director with effect from 10th March, 2021 to hold office until the conclusion of ensuing Annual General Meeting, and shall be eligible for confirmation of his appointment thereat.

Therefore, his appointment as a director has been proposed for the approval of Shareholders by way of an Ordinary Resolution as mentioned under Agenda #4.

Additional Disclosure as per para 1.2.5 of Secretarial Standard # 2

Name of Director	Mr. Mankal Shankar Sriram
Age	59
Qualification	Fellow-IIM Bangalore
Experience	Professional
Terms and Conditions:	Non-Executive Director of the Company
Remuneration Last Drawn:	Not applicable as he is a Non-Executive Director
Date of first appointment on the Board:	10/03/2021
Shareholding in the Company:	Nil
Relationship with other Directors:	Not related to any other Director of the Company in the manner covered under the provisions of Companies Act, 2013
Relationship with Manager:	The Company has not appointed any manager as defined under the provisions of Companies Act, 2013
Relationship with Key Managerial Personnel (KMP):	Not related to any KMP of the Company in the manner covered under the provisions of Companies Act, 2013
No. of Meeting of the Board attended during the year	Two Board meetings attended during FY 2021-22
Other Directorships:	<ol style="list-style-type: none"> 1. AU SMALL FINANCE BANK LIMITED 2. NDDDB DAIRY SERVICES 3. IDMC LIMITED 4. PEOPLE RESEARCH ON INDIA'S CONSUMER ECONOMY
Membership or Chairmanship of Committees:	<p><u>Chairmanship</u></p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee of IDMC Limited 2. Committee for Financial Inclusion, Corporate Social Responsibility and Nomination and Remuneration Committee of AU Small Finance Bank Limited <p><u>Membership</u></p> <ol style="list-style-type: none"> 1. Audit Committee & CSR Committee of IDMC Limited 2. Audit Committee, Customer Service Committee, Risk Management Committee, Special Committee for Fraud monitoring and Disciplinary Committee of AU Small Finance Bank Limited.

Your directors recommend the resolution for approval of the Members as an Ordinary Resolution.

Disclosure of Interest of Directors and others, as required under Section 102(1) read with Proviso to Section 102(2) of the Companies Act, 2013:

- (a) With respect to Directors, none of the Directors of the Company except Mr. Mankal Shankar Sriram is deemed to be interested or concerned, financially or otherwise, in passing the Resolution covered under Agenda # 4;
- (b) The Company is not having any Manager as defined under the Companies Act, 2013, and hence his/her interest or concern in passing this Resolution does not arise;
- (c) Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company. Concern or interest of Key Managerial Personnel appointed by the Company, if any, whether financially or otherwise in passing the above Resolution does not arise;
- (d) As per the annual disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise in respect of this agenda. Since the Company did not have any Manager, interest of their relatives in this Resolution did not arise.

AGENDA # 5 TO CONSIDER AND APPROVE ALTERATION OF OBJECT CALUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AND TO BRING ADOPT NEW SETS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY ALIGNED WITH THE PROVISIONS OF COMPANIES ACT, 2013

The Company SELCO Solar Light Private Limited was founded in 1995 with the objective of providing reliable energy solutions to underserved communities in a sustainable way and help create models for poverty alleviation. In the view of the research, innovation and development activities undertaken by the Company, the Company wants to expand its business in the areas of clean energy in various sectors as it can be conveniently enabled in the Company's Objects, and capitalise the opportunities coming on the way due to their size, networking, and bandwidth.

The Company also wants to expand their operations fundamentally to work for energy related activities including solar, and act as single point services Provider and PMC contract provider by way of providing Turnkey solutions. Hence it is required to alter the clauses 1 and 5 of the Object Clause of the Company

Along with the proposed alteration of clauses 1 and 5 of the object clause of the Memorandum of Association, the Company also intends to align the Memorandum of Association in accordance with Companies Act, 2013 and delete references to specific sections of the Companies Act, 1956 and some regulations/clauses in the existing MOA which are no longer in conformity with the Companies Act, 2013. The draft altered Memorandum of Association is annexed hereto as **Annexure A**.

As per the Articles of Association of the Company, the alteration of Memorandum of Association requires the prior written consent of Shareholders holding 86% or more of the issued and paid-up share capital of the Company and the Company has received in-principal approval of shareholders holding 86% or more of the issued paid up capital of the Company.

Your directors recommend the resolution for approval of the Members as a Special Resolution.

Disclosure of Interest of Directors and others, as required under Section 102(1) read with Proviso to Section 102(2) of the Companies Act, 2013:

- (a) With respect to Directors, none of the Directors of the Company is deemed to be interested or concerned, financially or otherwise, in passing the Resolution covered under Agenda # 5;
- (b) The Company is not having any Manager as defined under the Companies Act, 2013, and hence his/her interest or concern in passing this Resolution does not arise;
- (c) Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company. Concern or interest of Key Managerial Personnel appointed by the Company, if any, whether financially or otherwise in passing the above Resolution does not arise;

- (d) As per the annual disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise in respect of this agenda. Since the Company did not have any Manager, interest of their relatives in this Resolution did not arise.

AGENDA # 6 TO APPROVE AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY

Dr. Harish Handerto Hande has resigned from the position of Chairman with effect from December 19, 2020. Therefore, it is required to align the Articles of Association of the Company (hereinafter referred to as "AOA") wherein Dr. Harish Handerto Hande is mentioned as Chairman in the AOA and to remove any uncertainties in the AOA including deletion of references to the specific sections of the Companies Act, 1956 and some regulations in the existing AOA which are no longer in conformity with the Companies Act, 2013.

Further on request of the Shareholders, the Company wants to increase the Board composition from 4 to 5 directors.

The Company also wants to avail exemptions provided by the Ministry of Corporate Affairs on conducting General meetings from time to time, hence included this clause as well.

As per Article 101A of the Articles of Association of the Company, for alteration of Articles of Association of the Company, the prior written consent of the Shareholders holding 86% or more of the issued and paid-up share capital of the Company is required. The Company has received in-principal approval of shareholders holding 86% or more of the issue paid up capital of the Company.

Pursuant to Section 14 of the Companies Act, 2013 the amending/restating of Articles of Association requires the approval of Shareholders by way of passing Special Resolution and therefore this agenda is placed before the Shareholders.

Disclosure of Interest of Directors and others, as required under Section 102(1) read with Proviso to Section 102(2) of the Companies Act, 2013:

- (a) With respect to Directors, none of the Directors of the Company is deemed to be interested or concerned, financially or otherwise, in passing the Resolution covered under Agenda # 6;
- (b) The Company is not having any Manager as defined under the Companies Act, 2013, and hence his/her interest or concern in passing this Resolution does not arise;
- (c) Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company. Concern or interest of Key Managerial Personnel appointed by the Company, if any, whether financially or otherwise in passing the above Resolution does not arise;
- (d) As per the annual disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise in respect of this agenda. Since the Company did not have any Manager, interest of their relatives in this Resolution did not arise.

For and On behalf of the Board of Directors of
SELCO SOLAR LIGHT PRIVATE LIMITED



Harish Handerto Hande

Director

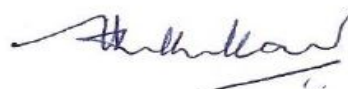
DIN: 00144458

29-30, 1st Main Road, Behind ISRO Layout
Vittal Nagar, 2nd Phase, Kumaraswamy Layout

2nd Stage, Bangalore 560111

Place: Lowell Massachusetts, USA

Date: 25-08-2021



Thomas Joseph Pullenkav

Director

DIN: 07981935

A-205, Rose Garden Apartments
Arekere Gate, Bannerghatta Road

Bangalore 560076

Place: Bangalore, India

Date: 25-08-2021



ATTENDANCE SLIP

TWENTY SIXTH ANNUAL GENERAL MEETING – 28th September 2021
(Please complete this attendance slip and hand it over at the entrance of the Hall)

[Applicable for only those who attend the AGM physically]

I/ We hereby record my/our presence at the Twenty Sixth Annual General Meeting of the Company on **Tuesday**,
the **28th** day of **September 2021** at **02.00 pm** at

Folio No./DP ID-Client ID:

Full Name of the Shareholder in Block Letters:

No. of Shares held:

Signature of the Shareholder/Representative*

***Strike out whichever is not applicable**