

## NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of the Kirloskar Solar Technologies Private Limited will be held on Friday, 28<sup>th</sup> July, 2023 at 09.00 a.m. at the registered office of the Company situated at Training Centre Facility, Laxmanrao Kirloskar Road, Khadki, Pune - 411003 to transact the following business:

### SPECIAL BUSINESS

#### 1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Rules made thereunder, consent be and is hereby accorded, to increase the Authorised share capital of the company from Rs. 90,000,000 (Rupees Nine Crores) divided into 90,000,000 (Nine Crores) equity shares of face value of Rs.1/- (Rupee One) each to Rs. 2,00,000,000 (Rupees Twenty Crores) divided into 200,000,000 (Twenty Crores) equity shares of Rs.1/- (Rupee One) each by creation of additional Equity Share Capital of Rs.110,000,000 (Rupees Eleven Crores) divided into 110,000,000 (Eleven Crores) Equity Shares of the face value of Rs.1/- (Rupee One) each, ranking pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

#### 2. TO CONSIDER APPROVAL OF ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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 13, 61 and 64 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Rules made thereunder, consent be and is hereby accorded, to substitute the existing Clause 5th of the Memorandum of Association of the Company as following Clause 5th :

"5. The Authorised Share Capital of the Company is Rs. 200,000,000/- (Rupees Twenty Crores) divided into 200,000,000/- (Twenty Crores) Equity Shares of Rs. 1 (Rupee One) each."

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

**3. TO CONSIDER APPROVAL OF THE CONSEQUENT ALTERATION TO THE ARTICLES OF ASSOCIATION**

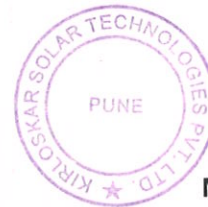
To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

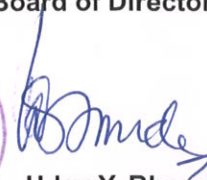
**RESOLVED THAT** pursuant to the provisions of section 14, 6, 5 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and read with the Companies (Incorporation) Rules, 2014 consent of the Company be and is hereby accorded, to delete the existing Article 5A of the Articles of Association of the Company and substitute in its place the following Article 5A:

"5A. The Authorised share capital of the Company shall be as per 5<sup>th</sup> Clause of the Memorandum of Association of the Company."

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

**By Order of the Board of Directors**



  
**Uday Y. Bhende**  
**Managing Director**  
**DIN: 01468844**

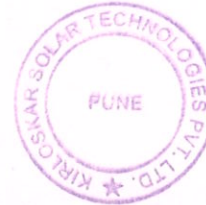
**Address: Training Centre Facility,  
Laxmanrao Kirloskar Road Khadki Pune - 411003**

**Date: 20.07.2023**  
**Place: Pune**



**NOTES:**

- i. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company.
- ii. The instrument appointing a proxy, duly executed and properly stamped should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting and the proxy need not be a member of the Company.
- iii. Proxies shall not have any right to speak at the meeting.
- iv. A statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business is annexed.
- v. The documents relating to the items of Special Business are available for inspection by the members of the Company at its Registered Office between 11:00 a.m. to 01:00 p.m. on any working day of the Company.
- vi. Pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India the route map for reaching the meeting venue is annexed to this notice.

**By Order of the Board of Directors**  
**Uday Y. Bhende**  
**Managing Director**  
**DIN: 01468844****Address: Training Centre Facility,  
Laxmanrao Kirloskar Road Khadki Pune - 411003****Date: 20.07.2023**  
**Place: Pune**

**Explanatory Statement**  
**(Under Section 102 of the Companies Act, 2013)**

As per prevailing rules, Approval of the members is required for the implementation of the Increase in the Authorised Capital of the Company.

Statement as per Section 60 of the Companies Act, 2013: -

Before the increase of Authorized Share Capital of the Company:

Sr. No.	Capital Structure	Amount (Rs.)
1.	Authorized Share Capital	90,000,000
2.	Issued, Subscribed & Paid-Up Share Capital	75,000,000

After the increase of Authorized Share Capital of the Company:

Sr. No.	Capital Structure	Amount (Rs.)
1.	Authorized Share Capital	200,000,000
2.	Issued, Subscribed & Paid-Up Share Capital	75,000,000

**Item No.: 1**

**TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

To support growth plans of the Company, it is proposed to increase the capital of the Company by way of issue of equity shares. Hence, it is proposed to increase the existing Authorized Share Capital from Rs. 90,000,000 (Rupees Nine Crores) to Rs. 200,000,000 (Rupees Twenty Crores).

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the Members of the Company is required to the proposed increase in the authorized share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held earlier on May 29, 2023, has proposed to increase the authorized share capital of the Company and seeks the approval of Members for the same by way of passing a Ordinary resolution.

The Board of Directors of the Company recommends the resolutions as set out at Item no.1 in the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company are financially or otherwise interested or concerned in the said resolutions, except to the extent of their shareholding.

**Item No.: 2**

**TO CONSIDER APPROVAL OF ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

An increase in the authorized share capital of the Company requires an alteration to the Capital Clause i.e. Clause 5<sup>th</sup> of the Memorandum of Association of the Company.



Pursuant to the provisions of Section 13 of the Companies Act, 2013, an alteration to the Memorandum of Association would require approval of the Members of the Company and accordingly the Board now seeks the approval of members for the same by way of passing a Ordinary resolution.

A draft of the Memorandum of Association with the amended Clause 5 is being circulated herewith:

"5. The Authorised Share Capital of the Company is Rs. 200,000,000/- (Rupees Twenty Crores) divided into 200,000,000/- (Twenty Crores) Equity Shares of Rs. 1 (Rupees One) each."

The Board of Directors of the Company recommends the resolutions as set out at Item no.2 in the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company are financially or otherwise interested or concerned in the said resolutions, except to the extent of their shareholding.

**Item No.: 3**

**TO CONSIDER APPROVAL OF THE CONSEQUENT ALTERATION TO THE ARTICLES OF ASSOCIATION**

An alteration to the Capital Clause of the Memorandum of Association of the Company consequent to the increase in the authorized share capital would also require an alteration to Clause 5A of the Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013, an alteration to the Articles of Association requires approval of the Members of the Company and accordingly the Board now seeks the approval of members for the same by way of passing a special resolution.

A draft of the Articles of Association with the amended Clause 5A is being circulated herewith:

"5A. The Authorised share capital of the Company shall be as per 5<sup>th</sup> Clause of the Memorandum of Association of the Company."

The Board of Directors of the Company recommends the resolutions as set out at Item no.3 in the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company are financially or otherwise interested or concerned in the said resolutions, except to the extent of their shareholding

**By Order of the Board of Directors**



**Uday Y. Bhende**  
**Managing Director**  
**DIN: 01468844**

**Address: Training Centre Facility,  
Laxmanrao Kirloskar Road Khadki Pune - 411003**

**Date: 20.07.2023**  
**Place: Pune**

**PROXY FORM**

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

**CIN:** U29308PN2016PTC167173

**Name of the Company:** Kirloskar Solar Technologies Private Limited

**Registered office:** Training Centre Facility, Laxmanrao Kirloskar Road, Khadki, Pune 411 003

Name of the member (s):  
Registered address:  
E-mail Id:  
Folio No:  
DP ID :

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the Friday, 28<sup>th</sup> July, 2023 at 09.00 a.m. at the registered office of the Company at Training Centre Facility, Laxmanrao Kirloskar Road, Khadki, Pune 411 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To Increase the Authorised share capital of the company
2. To Consider approval of Alteration to the capital clause of the Memorandum of Association
3. To Consider approval of the consequent Alteration to the Articles of Association

**Please affix  
Revenue Stamp**

Signed this \_\_\_\_\_ day of July, 2023

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**ATTENDANCE SLIP OF EXTRA ORDINARY GENERAL MEETING**

I hereby record my presence at the \_ Extra- Ordinary General Meeting of the Company on Friday, 28<sup>th</sup> July, 2023 at 09.00 a.m. at Training Centre Facility, Laxmanrao Kirloskar Road, Khadki, Pune- 411003.

Regd. Folio No. / Dp ID / Client ID  _____	Number of *Equity / Preference shares held:  _____
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**Full Name of the \*Shareholder/ Proxy**

**Signature of \*Shareholder/Proxy**

(In block letters)

\*strike out whichever is not applicable.

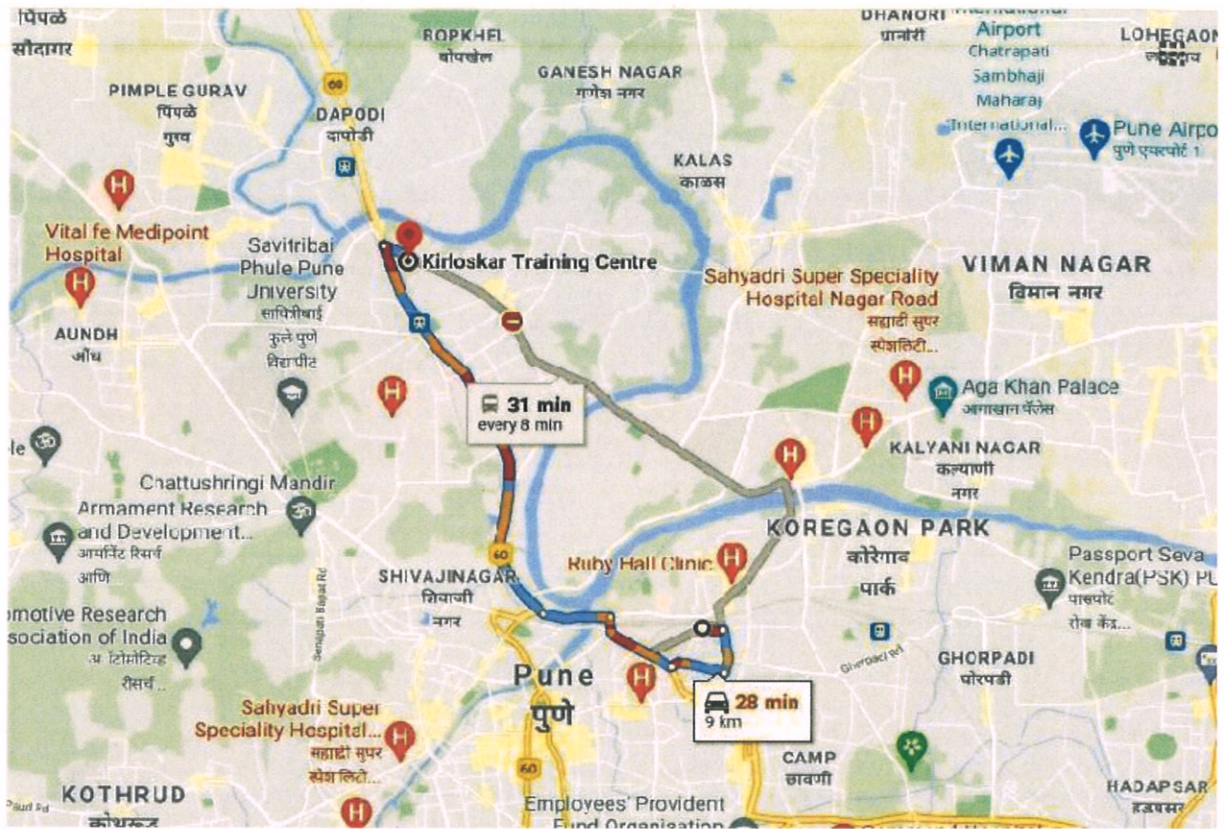
**Note:**

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting
3. The Proxy holder should bring his/her identity proof at the time of attending the meeting.

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## ROUTE MAP



Kirloskar Solar Technologies Private Limited  
A Kirloskar Group Company

Regd. Office: Training Centre Facility, Laxmanrao Kirloskar Road, Khadki, Pune- 411003.  
Tel: +91 8308800595  
Website: [www.kirloskarsolar.com](http://www.kirloskarsolar.com) \ Email: [re.info@kirloskar.com](mailto:re.info@kirloskar.com)  
CIN: U29308PN2016PTC167173