



Safety • Quality • Reliability

December 13, 2022

To,  
The Executive Director  
Listing Department  
National Stock Exchange of India Limited  
Mumbai  
Trading Symbol: "SOLARINDS"

To,  
The Executive Director  
Listing Department  
BSE Limited  
Mumbai  
Scrip Code: 532725

**Sub: Submission of the Postal Ballot Notice and Calendar of events.**

**Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Madam,

1. Pursuant to Regulation 30 of SEBI Listing Regulations read with Schedule-III of the said Regulations, please find enclosed herewith a copy of the Notice of Postal Ballot dated **December 03, 2022**, along with Calendar of events, seeking approval of the Members of the Company through Postal Ballot (remote e-voting only) for the Special Business(es) set out in the Notice.
2. In accordance with the relevant circulars issued by the Ministry of Corporate Affairs, the said Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, December 09, 2022 ("cut-off date")** and who have registered their email addresses with Depository Participant(s) or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company. In light of the MCA Circulars, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope are not being sent to the Members.
3. In compliance with the provisions of sections 108 and 110 of the companies Act, 2013 read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the company is pleased to provide remote e-voting facilities to its Members, to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL").

## Solar Industries India Limited

Regd. Office : "Solar" House, 14, Kachimet, Amravati Road, Nagpur - 440 023, INDIA  
☎ (+91)712-6634555/567 📠 (+91)712-2500200-201 ✉ solar@solargroup.com  
CIN : L74999MH1995PLC085878 🌐 www.solargroup.com



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4. The remote e-voting period will commence from **09:00 a.m. (IST) on Friday, December 16, 2022**, and ends on **5:00 p.m. (IST) on Saturday, January 14, 2023**, both days inclusive. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being **Friday, December 09, 2022**.

The Notice is also available on the Website of the Company at [www.solargroup.com](http://www.solargroup.com) and on the Website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Kindly acknowledge the receipt of the same.

Yours truly,

**For Solar Industries India Limited**

**Khushboo Pasari**  
**Company Secretary &**  
**Compliance Officer**

## **Solar Industries India Limited**

Regd. Office : "Solar" House, 14, Kachimet, Amravati Road, Nagpur - 440 023, INDIA

☎ (+91)712-6634555/567 📠 (+91)712-2500200-201 ✉ solar@solargroup.com

CIN : L74999MH1995PLC085878 🌐 www.solargroup.com



## SOLAR INDUSTRIES INDIA LIMITED

[CIN: L74999MH1995PLC085878]

**Registered Office:** "Solar" House 14, Kachimet, Amravati Road, Nagpur-440023 [M.S]

**Tel:** 0712-6634555 | **Fax:** 0712-6634578

**E-mail id:** investor.relations@solargroup.com | **Website:** www.solargroup.com

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Dear Members,

**NOTICE** is hereby given to the Members of Solar Industries India Limited ("**the Company**") pursuant to the provisions of Sections 110, 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, along with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (Collectively referred to as "**MCA Circulars**") in view of COVID-19 pandemic, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following Special businesses set out below proposed to be passed by the Members of Solar Industries India Limited, through Postal Ballot by electronic means (remote e-voting) only.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the resolutions set out in this Postal Ballot Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means (remote e-voting), as

the authorised agency. Members are requested to go through the detailed "**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING**" and other Notes appended to this Postal Ballot Notice. The Notice is also available on the website of the Company [www.solargroup.com](http://www.solargroup.com).

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Saturday, January 14, 2023**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for registering the same.

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: APPOINTMENT OF SHRI NATRAJAN RAMKRISHNA (DIN: 06597041) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Natrajan Ramkrishna (DIN: 06597041) who was

appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board through Circular resolution dated October 18, 2022, on the recommendation of nomination and remuneration committee 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 under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold the office for the first term of 3 (Three) consecutive years commencing from October 19, 2022 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** The Board of Directors (including its Committee thereof) and/or Mrs. Khushboo Pasari, Company Secretary and Compliance Officer 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."

**ITEM NO. 2: APPOINTMENT OF SHRI JAGDISH CHANDRA BELWAL (DIN: 08644877) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions

of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Jagdish Chandra Belwal (DIN: 08644877) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board through Circular resolution dated December 03, 2022 on the recommendation of nomination and remuneration committee 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 under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold the office for the first term of 3 (Three) consecutive years commencing from December 05, 2022 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** The Board of Directors (including its Committee thereof) and/or Mrs. Khushboo Pasari, Company Secretary and Compliance Officer 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."

By Order of the Board of Directors,  
For **Solar Industries India Limited**

**Date:** December 03, 2022

**Place:** Nagpur

**Registered office:**

"Solar" House,  
14, Kachimet, Amravati Road,  
Nagpur – 440023 (MH).

CIN: L74999MH1995PLC085878

Email id: [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com)

Website: [www.solargroup.com](http://www.solargroup.com)

Sd/-  
**[Khushboo Pasari]**  
Company Secretary &  
Compliance Officer  
Membership No.- F7347

**NOTES:**

1. The Explanatory Statements and reasons for the proposed Special Business pursuant to Section 102(1) read with Section 110 of the Act, setting out material facts are appended herein below. Further, brief resume of the Directors seeking appointment, in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2, is attached in this notice.
2. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, December 09, 2022**, the cut-off date and who have registered their e-mail addresses with the Company or with the depository(ies)/depository participants. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, December 09, 2022**, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would only take place through the remote e-voting system.
3. The Board of Directors of the Company has appointed CS Tushar Pahade [FCS No.: 7784 & COP No.: 8576] Proprietor of M/s T.S. Pahade & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot only through electronic means [remote e-voting] process in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies [Management and Administration] Rules, 2014 ["Rules"], Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means ["remote e-voting"] to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. The remote e-voting period will commence from **09:00 a.m. [IST] on Friday, December 16, 2022** and ends on **5:00 p.m. [IST] on Saturday, January 14, 2023**, both day inclusive. Further, the communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e. casting of votes electronically. Members are requested to record their ASSENT or DISSENT on the resolutions set out in this Postal Ballot Notice through remote e-voting only, not later than 5:00 p.m. [IST] on Saturday, January 14, 2023, after which the remote e-voting facility shall not be allowed by NSDL. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, December 09, 2022**.
6. The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company and based on the report of the Scrutinizer, the results of remote e-voting shall be announced within two working days of conclusion of remote e-voting process, i.e., on or before **Tuesday, January 17, 2023** and will be communicated to the Stock Exchanges and uploaded on the website of the Company i.e., [www.solargroup.com](http://www.solargroup.com) and of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The resolutions, if passed with requisite majority, shall be deemed to be passed on the last date specified for remote e- voting i.e., **Saturday, January 14, 2023**. The resolutions passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Members of the Company.
8. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with their relevant Depository Participant(s) and in respect of shares held in physical form by writing to the Company's email address [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com) or email address of Link Intime India Private Limited, Registrar and share transfer agent of the Company at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), along with the scan copy of a signed request letter mentioning your folio number, complete address, scanned copy of the share certificate [front and back], email address to be registered along with scanned self-attested copy of the PAN and any document [such as Driving License, Passport, Bank Statement, Aadhar card] supporting the registered address of the Member.
9. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com).
10. Remote e-voting shall not be exercised by a proxy.
11. In terms of amendment in Regulation 25(2A) of SEBI Listing Regulations effective from November 14, 2022, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation [2A].

12. The Instructions for Members for remote e-voting are as under:

### INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e- Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their Depository Participant.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important Note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 and 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL help desk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.****How to log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(i) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DPID is IN300*** and Client ID is 12***** then your user Id is IN300***12*****.
(ii) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
(iii) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001 *** and EVEN is 101456 Then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" [If you are holding shares in your demat account with NSDL or CDSL] option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) **Physical User Reset Password?** [If you are holding shares in physical mode] option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP [One Time Password] based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system**

#### **How to cast your vote electronically on NSDL e-Voting system?**

- (1) After successful login at Step1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.



- [2] Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- [3] Now you are ready for e-Voting as the Voting page opens.
- [4] Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- [5] Upon confirmation, the message "Vote cast successfully" will be displayed.
- [6] You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- [7] Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

#### GENERAL GUIDELINES FOR SHARE HOLDERS

1. Institutional shareholders [i.e. other than individuals, HUF, NRI etc.] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tusharpahade@gmail.com](mailto:tusharpahade@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders [i.e. other than individuals, HUF, NRI etc.] can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions [FAQs] and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
1. In case shares are held in physical mode please provide scan copy of signed request letter mentioning your folio No., complete address, scanned copy of the share certificate [front and back], email address to be registered along with PAN [self attested scanned copy of PAN card], and any document [such as Driving License, Passport, Bank Statement, Aadhar card] supporting the registered address of the Member to Company's email address at [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com) or email address of Link Intime India Private Limited, Registrar and share transfer agent of the Company at [rnt\\_helpdesk@linkintime.co.in](mailto:rnt_helpdesk@linkintime.co.in).
  2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID or 16 digit beneficiary ID], Name, client master or copy of Consolidated Account statement, PAN [self attested scanned copy of PAN card], AADHAR [self attested scanned copy of Aadhar Card] to [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 [A] i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
  3. Alternatively Shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 1: APPOINTMENT OF SHRI NATRAJAN RAMKRISHNA (DIN: 06597041) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through Circular Resolution dated October 18, 2022, has appointed Shri Natrajan Ramkrishna (DIN: 06597041), as an Additional Director (Non-Executive Independent Director) of the Company under Section 161 of the Companies Act, 2013 ("the Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company, who shall not be liable to retire by rotation to hold office for the first term of Three (3) consecutive years commencing from October 19, 2022 subject to approval of the Shareholders.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires approval of the Members of the Company. Further, in terms of amendment in the SEBI Listing Regulations effective from January 1, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board 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. Accordingly, the appointment of Shri Natrajan Ramkrishna (DIN: 06597041) would require approval of Members of the Company on or before January 18, 2023.

The Company has received a Notice under Section 160(1) of the Companies Act, 2013 from Shri Natrajan Ramkrishna in writing proposing his candidature for appointment as an Independent Director of the Company. Shri Natrajan Ramkrishna has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed 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 his duties.

In the opinion of the Board, Shri Natrajan Ramkrishna fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Shri Natrajan Ramkrishna is a member of Institute of Chartered Accountants of India and holds a degree in Economics from Mumbai University. He has the experience of over forty years in the accounting

profession focusing mainly on Generally Accepted Accounting Principles (GAAP), IFRS, IND-AS and Auditing. He has an expertise in the fields of Board Advisory corporate governance consultancy and Enterprise Risk management. During his long professional career he has served in various key positions such as senior partner at Ernst & Young, senior partner at LeapRidge Advisors LLP, chief operating officer at KPMG India etc.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Shri Natrajan Ramkrishna (DIN:06597041) would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 read with schedule V of the Act.

Copy of draft letter of appointment of Shri Natrajan Ramkrishna setting out the terms and conditions of appointment is available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com).

Except Shri Natrajan Ramkrishna and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Shri Natrajan Ramkrishna is not related to any other Director or Key Managerial Personnel of the Company.

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided hereto as "Annexure-1" in this Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the shareholders.

### ITEM NO. 2: APPOINTMENT OF SHRI JAGDISH CHANDRA BELWAL (DIN: 08644877) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through Circular Resolution dated December 03, 2022 has appointed Shri Jagdish Chandra Belwal (DIN: 08644877), as an Additional Director (Non-Executive Independent Director) of the Company under

Section 161 of the Companies Act, 2013 ["the Act"] read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"] and Articles of Association of the Company, who shall not be liable to retire by rotation to hold office for the first term of Three (3) consecutive years commencing from December 05, 2022 subject to approval of the Shareholders.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires approval of the Members of the Company. Further, in terms of amendment in the SEBI Listing Regulations effective from January 1, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board 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. Accordingly, the appointment of Shri Jagdish Chandra Belwal (DIN: 08644877) would require approval of Members of the Company on or before March 04, 2023.

The Company has received a Notice under Section 160(1) of the Companies Act, 2013 from Shri Jagdish Chandra Belwal in writing proposing his candidature for appointment as an Independent Director of the Company. Shri Jagdish Chandra Belwal has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed 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 his duties.

In the opinion of the Board, Shri Jagdish Chandra Belwal fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Shri Jagdish Chandra Belwal is a B.E. [Mechanical Engineering] from MNNIT Prayagraj and has done

his Management Education Programme (MEP) from Indian Institute of Management, Ahmedabad. He has experience of over twenty-five years in various Industries like Automotive, Construction Equipment and Railway Transportation.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Shri Jagdish Chandra Belwal (DIN: 08644877) would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 read with schedule V of the Act.

Copy of draft letter of appointment of Shri Jagdish Chandra Belwal setting out the terms and conditions of appointment is available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com).

Except Shri Jagdish Chandra Belwal and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Shri Jagdish Chandra Belwal is not related to any other Director or Key Managerial Personnel of the Company.

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided hereto as "**Annexure-1**" in this Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the shareholders.

By Order of the Board of Directors,  
For **Solar Industries India Limited**

**Date:** December 03, 2022

**Place:** Nagpur

**Registered office:**

"Solar" House,  
14, Kachimet, Amravati Road,  
Nagpur – 440023 (MH).

CIN: L74999MH1995PLC085878

Email id: [investor.relations@solargroup.com](mailto:investor.relations@solargroup.com)

Website: [www.solargroup.com](http://www.solargroup.com)

Sd/-

**(Khushboo Pasari)**

Company Secretary &  
Compliance Officer  
Membership No.- F7347

## "Annexure-1"

### Details of Directors seeking Appointment.

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Sr. No	Particulars	Details/ Information	Details/ Information
1.	Name of the Director	Shri Natrajan Ramkrishna [DIN:-06597041]	Shri Jagdish Chandra Belwal [DIN:- 08644877]
2.	Date of Birth	28/05/1955	25/07/1972
3.	Nationality	Indian	Indian
4.	Date of first Appointment	October 19, 2022	December 05, 2022
5.	Term of appointment	Appointed as an Additional Director [Non-executive Independent Director] from October 19, 2022 for the first term of 3 years subject to the approval of the shareholders of the company by means of Special Resolution on or before January 18, 2023.	Appointed as an Additional Director [Non-executive Independent Director] from December 05, 2022 for the first term of 3 years subject to the approval of the shareholders of the company by means of Special Resolution on or before March 4, 2023.
6.	Qualifications	<ul style="list-style-type: none"> <li>• Chartered Accountant</li> <li>• Graduate in Economics</li> </ul>	<ul style="list-style-type: none"> <li>• B.E. [Mechanical Engineering]</li> <li>• Management Education Programme [MEP]</li> </ul>
7.	Experience [including expertise in specific functional area] / Brief Resume	<p>Shri Natrajan Ramkrishna has an experience of over forty years in the accounting profession focussing mainly on Generally Accepted Accounting Principles [GAAP], IFRS, IND-AS and Auditing.</p> <p>His areas of core competencies are :-</p> <ol style="list-style-type: none"> <li>1. <b>Financial Reporting:</b> under Indian Accounting Standards and IFRS.</li> <li>2. <b>Board and Corporate Governance:</b> He has provided advisory vision and framework for various iconic Board and Committee compositions all over the country.</li> <li>3. <b>Financial Services Sector:</b> He has proactively implemented approaches in different credit markets and operational risk framework in planning 'long term fit' for Financial Growth/Economic Profits for the company.</li> <li>4. <b>Operational Excellence:</b> He has extensive knowledge and experience in handling cultural integrations.</li> </ol> <p>Having worked with some large International Accounting firms he has gained immense experience with boards and committees as to laying down policy frameworks relating to Business Resilience and Continuity Planning.</p> <p>He has a proven track record of work spread over various sectors such as Information Technology, Financial Services, FMCG Companies and Telecom.</p>	<p>Shri Jagdish Chandra Belwal is a transformational CIO turned entrepreneur. He has led technology anchored business transformations in large organisations. He has experience of over twenty-five years in Industries like Automotive, Construction Equipment and Railway Transportation.</p> <p>His areas of core competencies are :-</p> <ol style="list-style-type: none"> <li>1. Digital Transformation</li> <li>2. Enterprise Architecture</li> <li>3. Thought Leader</li> <li>4. Change Management</li> <li>5. Leadership Development</li> <li>6. Executive Coaching</li> <li>7. IT Strategy</li> </ol> <p>He is a Board Mentor with UK based Criticaleye and is a coach to aspiring technology CEOs. He has run strategic interventions for corporates in Change Management, Customer Centricity and Global Operating Models.</p>

Sr. No	Particulars	Details/ Information	Details/ Information
8.	Name(s) of the listed entities from which the person has resigned from Directorship in the past three years	NIL	NIL
9.	Name of other listed entities in which he also holds the Directorship as on date of this Postal Ballot Notice	NIL	NIL
10.	Name of Committee(s) of other listed entity(s) in which he is Chairman/ Member	NIL	NIL
11.	No. of Shares held in the Company	NIL	NIL
12.	Relationships between Directors and Key Managerial Personnel inter-se	Shri Natrajan Ramkrishna is not related to any Director of the Company.	Shri Jagdish Chandra Belwal is not related to any Director of the Company.
13.	Details of Remuneration sought to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
14.	Number of meetings of the Board attended during FY 2022-23	The director has attended 1 Board meeting held on November 04, 2022.	The director has not attended any Board meeting up to the date of this notice.



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## CALANDER OF EVENTS FOR POSTAL BALLOT

<b>Sr. No.</b>	<b>Particulars</b>	<b>For appointment of Shri Natrajan Ramkrishna (DIN:-06597041)</b>	<b>For appointment of Shri Jagdish Chandra Belwal (DIN:- 08644877)</b>
1.	Date on which consent is given by the Scrutinizer	03.11.2022	03.12.2022
2.	Date of Board Resolution for obtaining Shareholders approval through postal ballot Authorizing Director(s) and/or Company secretary for being responsible for the entire poll process.	04.11.2022 (Board Meeting)	03.12.2022 (Through Circular Resolution)
3.	Date of appointment of scrutinizer.	04.11.2022 (Board Meeting)	03.12.2022 (Through Circular Resolution)
4.	Cut-off date for mailing postal ballot notice to Shareholders.	09.12.2022	
5.	Date of completion of dispatch of notice by electronic mode.	13.12.2022	
6.	Date of publishing of Advertisement in newspaper and its disclosure to the stock exchanges.	14.12.2022	



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<b>7.</b>	Date of Commencement of Voting by Electronic Mode for Postal Ballot.	<b>16.12.2022</b>
<b>8.</b>	End date of Voting by Electronic Mode.	<b>14.01.2023</b>
<b>9.</b>	Date on which Resolution shall be deemed to be passed	<b>14. 01.2023</b>
<b>10.</b>	Date of submission of Report by Scrutinizer	<b>On or before 17.01.2023</b>
<b>11.</b>	Date of declaration of the result by the Chairman and intimation to stock exchange	<b>On or before 17.01.2023</b>
<b>12.</b>	Last Date for signing of the minutes book by the Chairman	<b>Within 30 days of deemed date of passing of Resolution</b>