

## NOTICE

**SHORTER NOTICE IS HEREBY GIVEN THAT THE 18<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ROOFSOL ENERGY PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 1606, 16TH FLOOR, LODHA SUPREMUS, OPP MTNL BUILDING, SAKI VIHAR ROAD, ANDHERI EAST, MUMBAI - 400072 ON TUESDAY, SEPTEMBER 30, 2025 AT 01:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ending March 31, 2025, and the reports of the Board of Directors and Auditors' thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the Financial Year ending March 31, 2025, and the reports of the Auditors thereon.
3. **To Appoint Statutory Auditors and fix their remuneration.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 (1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under(including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), **M/s. JMMK & Co., Chartered Accountants, (FRN No. 120459W)**, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Third Annual General Meeting of the Company to be held in the year 2030, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** any Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary



**ROOFSOL ENERGY PRIVATE LIMITED**

**CIN: U74900MH2007PTC174684**

Unit No. 1606, 16th Floor, Lodha Supremus, Opp MTNL Building, Saki Vihar Road,  
Andheri East), Mumbai, Maharashtra, India, 400072  
Phone : +91 - 22 - 49784943, 4602 0232. Email : [info@roofsol.com](mailto:info@roofsol.com)  
[www.roofsol.com](http://www.roofsol.com)

and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**SPECIAL BUSINESS:**

**4. To regularise the appointment of Mr. Kushal Kasliwal from Additional Director to Nominee Director 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** Mr. Kushal Kasliwal (DIN: 10154812), who was appointed by the Board of Directors as an Additional Director of the Company effective from November 06, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification or re-enactment thereof) and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Nominee Director of the Company.”

**RESOLVED FURTHER THAT** any Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**5. To approve adoption of Memorandum of Association (“MOA”) of the Company in accordance with the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Companies Act, 2013, approval of members of the Company be and is hereby accorded to substitute the existing Memorandum of Association (“MOA”) of the Company with a new set of MOA as per the provisions of the Companies Act, 2013.



**RESOLVED FURTHER THAT** the draft copy of MOA as approved by the Board of Directors of the Company and placed before the Members of the Company be and is hereby approved by the Members of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and as are incidental thereto or as may be deemed necessary or desirable to settle any question or difficulty that may arise and as may be necessary and desirable to give effect to this resolution, including filing of necessary forms and taking such other steps as may be necessary.

**RESOLVED FURTHER THAT** a certified true copy of the resolution and/or MOA signed by any Director of the Company be issued to any Stakeholder/Statutory Authority in the best interest of the Company.”

**6. To approve adoption of Articles of Association (“AOA”) of the Company in accordance with the Companies Act, 2013:**

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

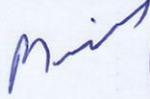
**“RESOLVED THAT** pursuant to Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such other approvals, permission and consents as may be required, the new set of Articles as contained in the Articles of Association (“AOA”) submitted to this meeting be and are hereby approved and adopted in substitution for, and to entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby severally authorised to sign, verify, execute and file all necessary forms and documents with the Registrar of Companies and such other authorities as may be required on same getting approved by shareholders, to settle any question or difficulty that may arise and as may be necessary and desirable and to do all such acts, deeds, matters and things necessary or expedient to give effect to the resolution.”



**RESOLVED FURTHER THAT** a certified true copy of the resolution and/or AOA signed by any Director of the Company be issued to any Stakeholder/Statutory Authority in the best interest of the Company.”

By Order of the Board  
For **Roofsol Energy Private Limited**



**Priyank Jain**  
**Director**

**DIN:** 10683698

**Address:** A Wing-1008, Palatial Heights,  
Chandivali Farm Road, Opp. Lake Homes  
Powai, Sakinaka, Mumbai

**Date:** September 23, 2025

**Place:** Mumbai

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy or power of attorney or authorized person, if any, under which it is signed should be submitted either through courier at the registered office of the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at Item Nos. 4 to 6 is annexed.
4. A route map including the landmark pursuant to Secretarial Standard 2 (SS-2) on “General Meetings” for the venue of the meeting is annexed.
5. This meeting has been convened at a shorter notice since all the members have waived the period of notice.

**ANNEXURE TO THE NOTICE**

**STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 (SS-2) ON “GENERAL MEETINGS”**

**Item No. 4:**

As per the provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the company, Mr. Kushal Kasliwal (DIN: 10154812) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on November 06, 2024 holds office up to the date of ensuing Annual General Meeting of the Company.

Mr. Kushal Kasliwal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kushal Kasliwal as a Nominee Director of the Company, for the approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. except Mr. Kushal Kasliwal as it relates to his own appointment.

**Details of Director seeking appointment in the forthcoming Annual General Meeting**

**[Pursuant to Secretarial Standard on General Meetings]**

<b>Name of the Director</b>	Mr. Kushal Kasliwal (DIN: 10154812)
<b>Age</b>	35 years
<b>Date of First Appointment on the Board</b>	06-11-2024
<b>Qualifications</b>	CFA, CA & B.com



<b>Brief resume including experience</b>	Research Analyst with 10 years of experience
<b>Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	NA
<b>Number of shares held in the Company</b>	NIL
<b>Number of meetings of the Board attended during the year</b>	12
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	NA
<b>List of the directorships held in other companies</b>	NIL
<b>Chairperson/ Member in the Committees of the Boards of Companies in which he/she is Director</b>	NIL
<b>Justification for choosing the appointees for appointment as Director</b>	The Board, considers that, given Mr. Kushal Kasliwal's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Kushal Kasliwal would be beneficial to the Company and it is desirable to continue to avail his services.



**Item No. 5:**

Roofsol Energy Private Limited was incorporated on October 03, 2007 under the provisions of the Companies Act, 1956.

The existing Memorandum of Association (“MOA”) is based on the earlier prevailing laws and several clauses / regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 which are no longer in force. In order to align the existing MOA with the provisions of the Companies Act, 2013 and the Table A of the Schedule I of the Act, it is hereby proposed to alter the MOA accordingly.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required for adoption of MOA of the Company respectively.

A Special Resolution is therefore proposed at Item No. 5 of the accompanying notice as required under Section 13 of the Companies Act, 2013.

A copy of the MOA of the Company with the proposed alteration is available open for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 10:00 a.m. to 06:00 p.m. up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the company or their relatives are in anyway concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

**Item No. 6:**

Roofsol Energy Private Limited was incorporated on October 03, 2007 under the provisions of the Companies Act, 1956.

The existing Articles of Association (“AOA”) are based on the earlier prevailing laws and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force. In order to align the existing AOA in lines with the provisions of the Companies Act, 2013 and Table F of the Schedule I of the Act, it is hereby proposed to alter the AOA accordingly.



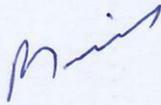
In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required for adoption of AOA of the Company respectively.

A Special Resolution is therefore proposed at Item No. 6 of the accompanying notice as required under Section 14 of the Companies Act, 2013.

A copy of the AOA of the Company with the proposed alteration is available open for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 10:00 a.m. to 06:00 p.m. up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the company or their relatives are in anyway concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

By Order of the Board  
For **Roofsol Energy Private Limited**



**Priyank Jain**

**Director**

**DIN:** 10683698

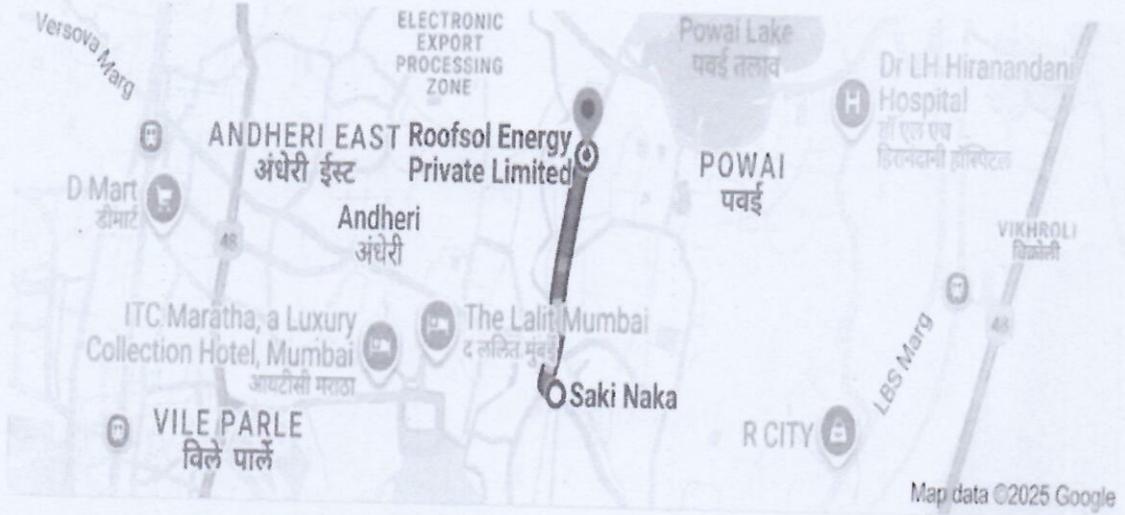
**Address:** A Wing-1008, Palatial Heights,  
Chandivali Farm Road, Opp. Lake Homes  
Powai, Sakinaka, Mumbai

**Date:** September 23, 2025

**Place:** Mumbai

**Route Map for Annual General Meeting Venue:**

**Venue of AGM:** Unit No. 1606, 16th Floor, Lodha Supremus, Opp Mtnl Building, Saki Vihar Road, Andheri East, Mumbai - 400072



## ATTENDANCE SLIP

I hereby record my presence at the 18<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Tuesday, September 30, 2025 at 01:00 p.m at registered office of the Company at Unit No. 1606, 16th Floor, Lodha Supremus, Opp Mtnl Building, Saki Vihar Road, Andheri East, Mumbai - 400072

Regd. Folio:

Name and address of the shareholder:

Joint Holders :

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SIGNATURE OF THE MEMBER/  
JOINT MEMBER(S) / PROXY

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance.



## PROXY FORM

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

<b>Name of the member(s) :</b>
<b>Registered address :</b>
<b>E-mail ID :</b>
<b>Folio No :</b>

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;

(3) Name: ..... Address: .....

E-mail ID: ..... Signature: ..... or  
failing him;

As my/ our proxy to attend and vote (on poll) for me/us and on my/ our behalf at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, September 30, 2025 at 01:00 p.m. at Unit No. 1606, 16th Floor, Lodha Supremus, Opp Mtnl Building, Saki Vihar



Road, Andheri East, Mumbai - 400072 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Optional	
		For	Against
1	To receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ending March 31, 2025 and the reports of the Board of Directors' and Auditors' thereon.		
2	To receive, consider and adopt the Consolidated Standalone Financial Statements for the Financial Year ending March 31, 2025 and the reports of the Auditors' thereon.		
3.	To Appoint Statutory Auditors and fix their remuneration.		
4.	To regularize the appointment of Mr. Kushal Kasliwal from Additional Director to Nominee Director.		
5.	To approve adoption of Memorandum of Association ("MOA") of the Company in accordance with the Companies Act, 2013.		
6.	To approve adoption of Articles of Association ("AOA") of the Company in accordance with the Companies Act, 2013.		

Signed this ..... day of..... 2025

Signature of shareholder: .....

Signature of Proxy holder(s): .....

