

NOTICE

NOTICE IS HEREBY GIVEN THAT ANNUAL GENERAL MEETING OF THE MEMBERS OF ROOFSOL ENERGY PRIVATE LIMITED WILL BE HELD ON SATURDAY, 28TH SEPTEMBER, 2024 AT UNIT NO. 1606, 16TH FLOOR, LODHA SUPREMUS, POWAI, OPP MTNL BUILDING, SAKI VIHAR ROAD, ANDHERI (EAST) MUMBAI-400072 AT 06:00 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 on March 31, 2024 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 on March 31, 2024 and the Auditors' thereon.
3. To appoint Mr. Priyank Jain (DIN: 10683698) as a Director of the Company, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under, Mr. Priyank Jain (DIN: 10683698) be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to make the necessary entries in the Register of Directors of the Company, sign and file forms with the Registrar of Companies and file such other documents and do such other acts as may be required in connection with the appointment."

4. Re-Appointment of Statutory Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, M/s. Sanjay Patel & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 116169W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held for the financial year 2028-29 (i.e., for a term of 5 years) (subject to ratification of the appointment by the Members at every AGM held after this AGM) and that the Board of Directors of the Company be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS

5. Issue of Equity Shares through Private Placement:

To consider and if thought fit to pass with or without modification(s) the following Resolution as SPECIAL RESOLUTION:

ROOFSOL ENERGY PVT. LTD.

CIN : U74900MH2007PTC174684

1606, 16th Floor, Lodha Supremus, Opp MTNL Building, Saki Vihar Road, Tunga Village, Chandivali, Powai Andheri (East), Mumbai - 400072, Maharashtra, India
Phone : +91 - 22 - 4978 4943, 4602 0232 • Email : info@roofsol.com

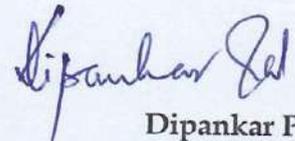
www.roofsol.com

"RESOLVED THAT in accordance with the provisions of section 42, 62(c) and other provisions, applicable, if any, of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) (the "Act") and pursuant to the Articles of Association of the Company consent of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot Equity Shares of the Company, with a maximum aggregate value of up to ₹ 30,00,00,000/- (Rupees Thirty Crores Only). Each share will have a face value of ₹ 10/- (Rupees Ten Only) and will be issued at an issue price of ₹ 4,380/- (Rupees Four Thousand Three Hundred and Eighty Only) per share, which includes a premium of ₹ 4,370/- per share on preferential basis through private placement, in one or more tranches, to selected investors, on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised for and on behalf of the Company to deal, negotiate, accept, modify etc. the terms and conditions in relation to the said Issue and to sign, issue and circulate the Private Placement Offer Letter (the "PPOL") in Form PAS-4 prescribed under the Act and such other ancillary documents and to submit the said PPOL and such other necessary E-Forms with Ministry of Corporate Affairs/Registrar of Companies by affixing digital signature thereto and to do all such acts, deeds, matters and things which may deem necessary in this regard."

"RESOLVED FURTHER THAT a certified true copy of this resolution issued under the signature of any of the Directors of the Company be submitted to whomsoever it may concern."

By order of the Board
For Roofsol Energy Private Limited



Dipankar Pal
Chairman & Managing Director
DIN: 03306857

Date: 2nd September, 2024
Place: Mumbai

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company before the commencement of the Meeting.
6. A person can act as a proxy on behalf of members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

3. Attendance slip, proxy form MGT-11 and route map of the venue of the Meeting are annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 3: To appoint Mr. Priyank Jain (DIN: 10683698) as a Director of the Company

Mr. Priyank Jain is a Chartered Accountant with over 15 years of experience in the finance sector. He has held positions at reputable companies such as Sunways Global, Finkart Finance, and Trimax IT Infrastructure and Services Limited. His extensive expertise and diverse background will be invaluable to the Company. The Board of Directors in their meeting held on 28th June, 2024 had appointed Mr. Priyank Jain as an Additional Director of the Company to hold office till the General Meeting of the Company.

The Company has received consent from Mr. Priyank Jain for the same.

Further pursuant to the Secretarial Standards issued by The Institute of the Company Secretaries of India details of Directors seeking appointment as Director and Managing Director at the Annual General Meeting are as follows:

Particulars	Mr. Priyank Jain
Current Designation	Additional Director
DIN	10683698
Date of Birth/ Age	21 st June, 1985 (39 years)
Nationality	Indian
Date of appointment on the Board	26 th June, 2024
Qualifications	Chartered Accountant
Expertise and Experience in functional area	Over 16+ years of experience in the finance sector.
Number of shares held in the Company	15000
Directorships held in other Companies	Nil
Chairman/Member of the Committees of other Companies	Nil
Relationship with existing Directors and Key Managerial Personnel of the company	Nil
Number of Board Meeting attended during 2023-24	Nil
Remuneration paid per month	₹ 4,01,800

Your Directors recommend the resolution set out at Item no. 3 to be passed as Ordinary Resolutions by the members.

None of the Directors, Key Managerial Personnel of the Company except Mr. Priyank Jain and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 3 of the Notice.

Item No. 5 Issue of Equity shares of ₹ 10 at an issue price of ₹ 4380/- each on a Preferential Allotment Basis:

The Company is planning to expand its business and requires funding to support this growth. Therefore, it proposes a preferential allotment of equity shares of the Company, with a maximum aggregate value of up to ₹ 30,00,00,000/- (Rupees Thirty Crores Only). Each share will have a face value of ₹ 10/- (Rupees Ten Only) and will be issued at an issue price of ₹ 4,380/- (Rupees Four Thousand Three Hundred and Eighty Only) per share on the terms and conditions set out as under, which includes a premium of ₹ 4,370/- per share, which has been recommended by the Board of Directors of the Company at its Meeting held on 2nd September, 2024.

Approval of the members by way of special resolution is required inter alia in terms of Section 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 the relevant disclosures/ details are given below:

a) The Objects of the Preferential Issue:

The Issuer shall utilise the moneys received towards general corporate purposes and for the ordinary course of business expansion of the Issuer, which will help the company to reduce the borrowing cost and also to enhance the debt/ capital raising capacity in order to respond to various opportunities for the further growth of the business of the Company in terms of introduction of new products, and scaling up of existing business so as to leverage such structure to achieve higher growth in terms of revenue and profit.

b) the total amount proposed to be issued:

The maximum aggregate value of up to ₹ 30,00,00,000/- (Rupees Thirty Crores Only).

c) the price or price band at/within which the allotment is proposed:

The equity shares will be allotted at face value of ₹ 10/- (Rupees Ten Only) and will be issued at an issue price of ₹ 4,380/- (Rupees Four Thousand Three Hundred and Eighty Only) per share, which includes a premium of ₹ 4,370/- per share

d) basis on which the price has been arrived at along with report of the registered valuer:

For calculation of fair value of shares, the Discounted Cash Flow Method (DCF) method which is one of the internationally accepted methods for valuation of share has been taken into

consideration. The Share Valuation Report dated 29th August, 2024 was obtained by Bhavesh Mansukhbhai Rathod & co., IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708.

e) The Relevant date with reference to which the price has been arrived at:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 29th August, 2024.

f) Class or classes of persons to whom the allotment is proposed to be made:

Selected investors.

g) The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

There is no intension of the Promoters, Directors or Key Management Personnel of the Company and the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer.

h) The proposed time within which the allotment shall be completed:

The Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 12 months from the date of passing of the special resolution by the shareholders granting consent for preferential issue at Annual General Meeting.

i) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

The name of the proposed allottees is not finalized yet.

j) The change in control, if any, in the company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

k) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential issue of equity shares during the current year.

l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

m) The pre-issue and post issue shareholding pattern:

Not Applicable.

n) Mode of Issue:

In Demat Form.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013.

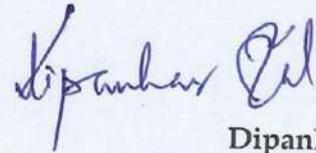
The members are, therefore, requested to accord their approval authorizing the Board for the proposed issue of shares on preferential basis as set out in the Agenda Item no. 5 as a Special Resolution.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution.

Inspection of Documents:

The documents pertaining to the above Special Business are available for inspection in physical form only working day, during business hour, i.e., between 9.30 am and 5.30 pm, at the Registered office of the Company and also at the venue.

By order of the Board
For Roofsol Energy Private Limited



Dipankar Pal
Chairman & Managing Director
DIN: 03306857

Date: 2nd September, 2024

Place: Mumbai

Form No. MGT-11

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: **U74900MH2007PTC174684**
 Name of the company: **Roofsol Energy Private Limited**
 Registered office: **Unit No. 1606, 16th Floor, Lodha Supremus, Powai,
 Saki Vihar Road, Andheri (East) Mumbai-400072**
 Name of the member (s):
 Registered address:
 E-mail Id:
 Folio No:

I/We, being the member (s) having _____ 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 a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the Saturday, **28th September, 2023** at 06.00 p.m. at shorter notice at Unit No. 1606, 16th Floor, Lodha Supremus, Powai, Opp Mtnl Building, Saki Vihar Road, Andheri (East) Mumbai-400072 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	FOR	AGAINST
Resolution No.1- Approval of standalone accounts for the year ended March 31, 2024		
Resolution No.2- Approval of consolidated accounts for the year ended March 31, 2024		
Resolution No. 3 - To appoint Mr. Priyank Jain (DIN: 10683698) as a Director of the Company		
Resolution No. 4 - To appoint Statutory Auditor of the Company for a period of 5 years.		

Resolution No. 5 - Issue of Equity shares of ₹ 10 at an issue price of ₹ 4380/- each on a Preferential Allotment Basis.		
--	--	--

Signed this _____ day of _____ 2024
Signature of shareholder
Signature of proxy holder(s)

Affix Revenue Stamp

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.