

25.07.2024

To, The General Manager Listing Compliances BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Scrip Code: 533644	To The General Manager Listing Compliances National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai-400051 Symbol: UEL
---	---

Subject: Notice of 25th Annual General Meeting of the Company to be held on Friday, 16th Day of August, 2024

Dear Sir/Ma'am,

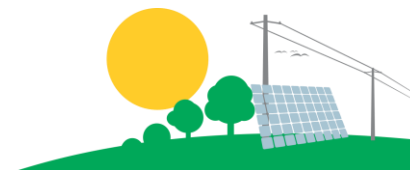
This is in reference to above captioned subject, please find herewith enclosed a copy of the Notice of the 25th Annual General Meeting of the Company to be held on Friday, 16th Day of August, 2024 at 03:30 P.M. at the Registered and Corporate office of the Company at Survey No. 211/1, Opposite Sector – C & Metalman, Sanwer Road Industrial Area, Indore – 452015 (M.P.).

You are requested to please take on record the above said document of the Company for your reference and further needful.

**Thanking you,
For Ujaas Energy Limited**

**Sarvesh Diwan
Company Secretary
& Compliance Officer
M.No.: A70139**

Encl: a/a



UJAAS ENERGY LIMITED

Office: Survey No. 211/1, Opposite Sector-C and Metalman, Sanwer Road Industrial Area, Indore 452015 (MP)
CIN: L31200MP1999PLC013571 | Phone: +91-731-4715300 | Fax: +91-731-4715344
Email: info@ujaas.com | Website: www.ujaas.com

NOTICE

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Members of **UJAAS ENERGY LIMITED** will be held on Friday, 16th Day of August 2024, at 3:30 p.m. at the Registered & Corporate Office of the Company situated at Survey No. 211/1, Opp. Sector -C & Metalman, Sanwer Road Industrial Area, Indore-452015 (M.P.), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended as on 31st March, 2024, along with the reports of Board of Directors and the Auditors thereon.**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. **To appoint a director in place of Mr. Vikalp Mundra (DIN: 00113145), who retires by rotation and being eligible, offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vikalp Mundra (DIN: 00113145), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. **To approve continuance of statutory auditor.**

As per the approved resolution plan the new management has the right to appoint a statutory auditor of their choice. However, the new management has decided to continue with the existing statutory auditor.

“RESOLVED THAT the consent of board be and is hereby accorded to continue with the existing statutory auditor of the company for his remaining term (i.e. till the conclusion of 28th Annual General Meeting).”

SPECIAL BUSINESS:

4. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) shares of Rs. 1 each to Rs. 45,00,00,000 (Rupees Forty Five Crore) divided into 45,00,00,000 (Forty-Five Crore) shares of Rs. 1 each ranking Pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to section 13 read with section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the shareholders of the Company, in terms of section 13 and section 61 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced, be as under:

“Clause V.

The Authorized Share Capital of the Company is Rs. 45,00,00,000/- [Rupees Fifty Crores only] divided into 45,00,00,000 [Forty-Five Crore] Equity Shares of Rs. 1/- [Rupees one only] each”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

5. TO APPROVE ISSUE OF BONUS SHARES

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

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293

and other relevant provisions laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Memorandum and Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard; the public consent of the members of the Company be and is hereby accorded for issue of 13,25,318 equity shares of Re. 1/- each as bonus shares of an aggregate nominal value up to Rs. 13,25,318 /- (Thirteen lakhs twenty-five thousand three hundred and eighteen rupees only), to the public shareholders of the Company.

RESOLVED FURTHER THAT

- a) The bonus issue of shares will be made in the ratio of 1:4 [i.e., 1 (One) fully paid-up equity share for every 4 (Four) equity shares held] to the public shareholders on such date (Record Date) as may be determined by the Board of Director(s).
- b) The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes *Pari passu* with the existing equity shares of the Company.
- c) Bonus Shares issued to the members with Demat holdings will be credited to the Demat account of the Members and Bonus shares Issued to Members with Physical holdings will be transferred to the separate demat account and will be credited to the demat account of the Members as and when intimated to the Company/RTA.
- d) In case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.”

6. TO APPROVE THE APPOINTMENT OF MR. ANURAG MUNDRA, DIRECTOR OF THE COMPANY, AS WHOLE TIME DIRECTOR.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of appointment of Mr. Anurag Mundra (DIN: 00113172) as a Whole Time Director of the Company, for a period of 5 (Five) years with effect from July 15, 2024 as recommend/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on July 15, 2024

on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Anurag Mundra (DIN : 00113172), subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Anurag Mundra, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Sarvesh Diwan, Company Secretary & compliance officer of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.

7. TO APPROVE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND CLAUSE 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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 188 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the members of the Company be and is hereby accorded for accepting and granting an unsecured loan from/to Blue River Fintech private Limited a related party of the Company upto a tune of Rs. 25 Crore (Twenty-Five Crore only) as per the details as set out under the Explanatory Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

8. APPOINTMENT OF MR. NILESH KUMAR RATHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Nilesh Kumar Rathi (DIN: 03329897), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 24, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)

(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till November 23, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

9. APPOINTMENT OF MR. GIRISH KATARIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Girish Kataria (DIN: 06778397), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 24, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till November 23, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

10. APPOINTMENT OF MS. SURABHI AGRAWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Surabhi Agrawal (DIN: 08672180), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 24, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till November 23, 2028, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

11. RE-APPOINTMENT OF MR. SHYAMSUNDER MUNDRA AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.

To Consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the Members of the Company be and is

hereby accorded to the re-appointment of Mr. Shyam Sunder Mundra (DIN 00113199) as Executive Chairman and the Managing Director of the Company, for a period of Five (5) years with effect from 24 October, 2023 upon such terms and conditions and at the remuneration as mentioned in the explanatory statement forming part of this notice with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Shyam Sunder Mundra.’

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.’

12. TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and as per guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, the consent of the Members of the Company be and is here by accorded to alter the main object clause of Memorandum of Association (MOA) of the Company by inserting the following new sub-clauses after the existing sub-clause 2 under Clause III(A) of the Memorandum of Association of the Company:

To carry on business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers,

brokers, concessionaires or otherwise deal in hydrogen gas, Ammonia, all derivatives using hydrogen and all the byproducts associated in this process in India or abroad. And establishment of plants and plant equipment's for these activities mentioned above for itself or others.

To carry on business as manufacturers, producers, processors, assemblers, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all types and varieties of Energy Storage. And establishment of plants and plant equipment's for these activities mentioned above for itself or others.

“RESOLVED FURTHER THAT Board of directors and Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution, whether incidental or ancillary thereto.”

13. TO OFFER, CREATE, ISSUE AND ALLOT SECURITIES UP TO AN AGGREGATE AMOUNT OF ` 500 CRORES AND IN THIS REGARD CONSIDER AND, IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules made there under (including any amendments thereto or re-enactment thereof) and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI ICDR Regulations), as amended from time to time and subject to all the other Rules, Regulations, Guidelines, Notifications and Circulars prescribed by the Securities and Exchange Board of India (“SEBI”), the applicable provisions of the Foreign Exchange Management Act, 1999 as amended (“FEMA”), and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. and in accordance with the applicable regulations

and/ or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, consents, permissions and/or sanctions as may be necessary from the Government of India (“GOI”), of the Securities and Exchange Board of India, the Stock Exchanges, the Foreign Investment Promotion Board, the Reserve Bank of India, the Ministry of Finance, the Ministry of Industry, the Ministry of Commerce and such other ministries / departments of the Government of India, and all such other authorities or institutions as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, as may be agreed to by the Board of Directors of the Company (the Board, which term shall be deemed to include the Management Committee of the Board constituted or any other committee which may be constituted to exercise its powers including the powers conferred hereunder), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, create, issue and allot (including any provisions for allotment on firm/competitive basis as may be permitted) from time to time, in one or more tranches, in the course of domestic/international offerings, with or without an over-allotment option, whether rupee denominated or denominated in foreign currency, such number of equity shares, non-convertible debentures, convertible debentures, Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), convertible warrants or any other instrument convertible into any class of equity shares or any combination thereof through Further Public Offer, Right Issue, Preferential Offer, Private Placement or through Commercial paper as may be deemed fit by the Board in one or more tranches, to all eligible investors including but not limited to members, promoters, directors or their relatives/associates, Indian public, Body Corporate, employees, Qualified Institutional Buyers, Mutual Funds, Venture Capital Funds, Banks and other institutional investors, Non- Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors, Foreign Venture Capital Investors, Foreign Nationals, etc up to an aggregate amount of Rs.500 crores (or equivalent thereof in one or more foreign currency), inclusive of premium of such issue and allotment of securities may be made in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board at the time of the issue and allotment of such securities and such Securities may be issued at a discount of upto 5% (or more as may be prescribed under SEBI Regulations), on the price determined in accordance with the pricing formula.”

“RESOLVED FURTHER THAT the Board be and is hereby

authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion or exchange of the Securities as may be necessary in accordance with the terms of the offering, all such shares ranking pari passu with the existing equity shares of the Company in all respects including dividend and the equity shares / Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the relevant date for determining the price of the equity shares (or of the underlying equity shares) proposed to be issued, in accordance with the provisions of the SEBI Regulations shall be, in case of issuance of equity shares of the Company, the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue and in case of issuance of convertible securities which are convertible/ exchangeable into equity shares of the Company at a later date either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for equity shares of the Company.”

“RESOLVED FURTHER THAT the allotment of Securities or a combination of Securities shall be completed within a period of twelve months from the date of passing of this resolution or such other time as may be allowed under SEBI Regulations and further the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment except on a recognized stock exchange or as prescribed under SEBI Regulations.”

“RESOLVED FURTHER THAT the number and/or conversion price in relation to equity shares that may be issued and allotted on conversion, if any, of the Securities that may be issued through the ‘Qualified Institutions Placement’ in accordance with the SEBI Regulations and also through Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have

such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed, subject to applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, escrow banks, trustees, bankers, advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with Lead Manager(s) and to seek the listing of such securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares and / or Securities.”

14. TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1) (C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING RS. 1,000 CRORES.

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities or in any other form whatsoever, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount

not exceeding a sum of Rs.1000 crore (Rupees One Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.1000 Crore (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

15. APPROVAL FOR PAYMENT OF REMUNERATION TO MR. VIKALP MUNDRA, DIRECTOR OF THE COMPANY AS MINIMUM REMUNERATION UNDER SCHEDULE V OF THE COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules framed thereunder, including any statutory modifications or re-enactment thereof and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Vikalp Mundra

(DIN 00113145), Director of the Company, as set out in the Explanatory Statement, and that such remuneration shall be the minimum remuneration payable in terms of Schedule V of the Act in case of no profits or inadequate profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT save and except as aforesaid, all other terms and conditions of appointment of Mr. Vikalp Mundra shall continue to remain in force and effect."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THE POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of Members not exceeding 50(fifty) in number and holding in aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the meeting.
2. Proxy form duly stamped and executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting. Proxy form for the AGM is enclosed.
3. The Members/Representative/ Proxy(s) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the above notice and explanatory statement are available for inspection at the registered office of the Company on all working days (except Saturday, Sundays and Public holidays) during working hours upto the

date of the Annual General Meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 10th August, 2024 to Friday, 16th August, 2024 (both days inclusive) for the purpose of Annual General Meeting.
9. Members are requested to forward their queries on the subjects to the Company Secretary at the Corporate Office Address or mail at cs@ujaas.com at least 10 days in advance so as to enable the Company to furnish information/ replies/ clarification at the Annual General Meeting.
10. Pursuant to section 72 of the Companies Act, 2013 and with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares and physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit the details to the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office, in prescribed Form SH-13. Members holding shares in demat form may contact their Depository participants for recording the same.
11. In all correspondence with the Company or with its Registrar & Share Transfer Agent members are requested to quote their folio number and in case the shares are held in dematerialized form, they must quote their Client ID Number and DPID Number.
12. To support the 'Green Initiation, the Members who have not registered their e-mail addresses are requested to register the same with their Depositories or with our Registrar "Bigshare Services Pvt. Ltd." Regd. Off: 1st Floor Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East Mumbai 400059, Maharashtra. **Email: investor@bigshareonline.com**
13. Members holding shares in electronic form are requested to intimate immediately any change/correct in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
14. The copy of the Notice along with the Annual Report is being sent through electronic mode to all the members whose email address are registered with the Company/Depository Participants(s).
15. The Details as required under Regulation 36 (3) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations", 2015), of the persons seeking re-appointment as Director under Item No.2 of the Notice, is also annexed and forms part of this Notice.

16. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India with other details like particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier for permanent settlement to our Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
18. The Investors who have not yet encashed / claimed the Dividend, are requested to encash /claim the Dividend immediately. In terms of Section 124 of the Companies Act, 2013, the Company shall be required to transfer the unclaimed/unpaid Dividend of the Company on the expiry of seven years from the date it became due for payment to the "Investor Education and Protection Fund" and subsequently the shareholders shall not have any right to claim the said refund from the Company or from the said Fund. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on 18th July 2023 on the website of the Company at <http://ujaas.com/unclaimed-dividend/>.
19. The details of the Un-encashed/Un-claimed above-mentioned Dividend are as under:

Financial Year	Unclaimed/ un-encashed Dividend amount as on 31.03.2024 (Amount in Rs.)	Due date of transfer to Investor Education and Protection Fund
2016-17(Final Dividend)	65453.30	26th October, 2024

20. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies

(Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

21. The Hon'ble National Company Law Tribunal, ("NCLT"), had vide its order dated September 17, 2020 admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of Ujaas Energy Limited ("Company") ("Admission Order") in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time ("Code").

The National Company Law Tribunal ('NCLT'), Indore Bench, vide order no. IA/190 (MP) 2021 IN CP (IB) 9 of 2020 dated on 13th October 2023 ('Approval Order Date'), approved the Resolution Plan ("Plan Approval Order") submitted by SVA Family Welfare Trust and M&B Switchgears ('Resolution Applicant') for the Company.

Explanatory statement

ITEM NO. 4: To approve increase in the authorized share capital of the company as per the approved resolution plan.

As per the approved resolution plan page no. 42 Para 3.1.

- 3.1. The authorized share capital of the Company shall be increased to Rs. 45,00,00,000/- divided into 45,00,00,000 Equity Shares of Rs. 1 each to accommodate the issue and allotment of shares pursuant the RA Equity Infusion by the Resolution Applicant (as provided in Clause 6 below of this Chapter V). The cost of increase in authorized share capital of the Company (incase waiver is not granted or partially granted) shall be paid out of cash balance available with UEL provided that if the cash balances available with UEL are not adequate, it shall be paid from the working capital infusion proposed to be made by the Resolution Applicant in accordance with Chapter IV.

The Board of Director in their meeting held on Monday July 15, 2024 approved the increase of Authorized share capital of the company from Rs.30,00,00,000/- (Rupees Thirty Crore) divided into 30,00,00,000 equity shares of Rs.1/- (Rupees one) each to Rs 45,00,00,000 (Rupees Forty-Five Crore) divided into 45,00,00,000 equity shares

of Rs.1/- (Rupees one) each ranking Pari-passu with the existing equity shares in the Company and that in clause V of the Memorandum of Association of the Company for the words and figures.

Pursuant to section 61, 64 and other applicable provisions of the Companies Act 2013, the aforesaid resolution require members approval by way of an ordinary resolution for the increase of authorised share capital of the company.

The Board of directors of the company recommends the resolutions as set out in item no. 04 in the accompanying notice for the approval of the members.

None of the directors and Key Managerial Personnel or their relative may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company.

ITEM NO. 5: To approve the issuance of bonus shares

In appreciation of continuing support from shareholders of the Company the Board recommended to issue bonus shares to the existing public equity shareholders of the Company in the proportion of 1:4 [i.e., 1 (One) fully paid-up equity share of nominal value of Re. 1/- each for every 4 (Four) equity shares of nominal value of Re. 1/- each held by them.]

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires approval of the Members of the Company.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to allotment of total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expense in respect thereof, shall be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

The Board recommends this resolution as set forth in Item 5 of the accompanying notice for approval of the members of the Company by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

ITEM NO. 6: To approve the appointment of Mr. Anurag Mundra Director of the company as Whole Time Director of the company.

The Board of Directors at their Meeting held on Monday, July 15, 2024, based on the recommendation of Nomination & Remuneration Committee, has proposed to appoint Mr. Anurag Mundra, director of the company as Whole-time Director for a period of 5 years with effect from July 15, 2024 subject to approval by the members of the Company in a general meeting.

Mr. Anurag Mundra has been the Executive director of the Company since September 24, 2015. Name of the Director

PROFILE OF DIRECTOR SEEKING APPOINTMENT

Name of the Director	Mr. ANURAG MUNDRA, (DIN: 00113172)
Date of Birth	16/09/1976
Age	47
Nationality	Indian
Date of Appointment/ Re-appointment in the Company	24/09/2015
Brief Profile of the Director including nature of expertise in specific functional areas	He is a commerce graduate and has a Post-Graduation Diploma in expertise in specific functional areas business Administration. He is also a CFA from the Institute of Chartered Financial Analysts of India. With over 18 years' experience in the power sector. Currently he is Overseeing our Company's finance and corporate strategic in addition to leading our Company's solar power plant business. He is also designated as chief Financial Officer of the Company
No. of shares held in the Company as on March 31, 2024	Given separate table below
Directorships in other listed Companies	Nil
Membership / Chairmanship of Committees of the other Boards	Please refer Corporate Governance Report
No. of Board meetings attended during FY23-24	Please refer Corporate Governance Report
Inter se relationship between the Directors	He is son of Mr. Shyamsunder Mundra and Brother of Mr. Vikalp Mundra

The details of remuneration payable to Mr. Anurag Mundra is as under:

I. Remuneration	
a) Basic Salary	Not exceeding Rs. 300000/- per month each.
b) Incentive	As allowable under the Companies Act, 2013.
c) Allowance	Mentioned Below.
Category A	
1. House Rent Allowance	50% of the Basic salary.
2. *Medical Expense	Not exceeding one month salary in a year or three months salary in a block of three years.
3. Leave travel assistance	Expenses incurred for self and family in accordance with the rules of the Company.
4. Club Fees	Subject to maximum of two clubs.
5. Personal accident insurance premium	Not exceeding Rs. 8000/- p.a.

*payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.

ITEM NO. 7 – To approve Related Party Transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 exempts any transactions entered into by the Company in its ordinary course of business and done at arm's length price, from the requirement of prior approval of the shareholders by way of ordinary resolution. However, Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that material related party transaction, i.e. if a transaction(s) to be entered into which individually or together with previous transactions during a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of an Ordinary Resolution.

The Company in the Ordinary course of business and at arm's length price enters into various transactions with M/s. Blue River Fintech Private Limited being related

party to the Company for providing and availing various services including taking and granting of unsecured loan. These transactions are continuous in nature and are not for a specific period.

The members are further informed that pursuant to Clause 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any member of the company who is a related party whether or not related to the particular transaction shall not be entitled to vote on this Ordinary resolution as set out at item No. 7.

Memorandum of Interest: None of the Directors or Key Managerial Personnel of the company or their relatives except Mr. Shyam Sunder Mundra, Mr. Vikalp Mundra and Mr. Anurag Mundra who are the relative of the directors of Blue River Fintech Private Limited.

The Board of Directors recommends the resolution set forth in item No. 7 for approval of members as an ordinary resolution.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution.

Item no. 8 to 10 -To approve appointment of Mr. Nilesh Rathi, Mr. Girish Kataria and Ms. Surabhi Agrawal as Independent Directors.

Mr. Nilesh Rathi, Mr. Girish Kataria and Ms. Surabhi Agrawal were appointed as Independent Directors by the Board of Directors at their meeting held on 24 November 2024, to hold the office upto the conclusion of the ensuing Annual General Meeting of the Company.

In view of the rich experience, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Nilesh Rathi, Mr. Girish Kataria and Ms. Surabhi Agrawal as an Additional Director (Independent) for a period of Five consecutive years commencing from 24 November 2023 to 23 November 2028.

Mr. Nilesh Rathi, Mr. Girish Kataria and Ms. Surabhi Agrawal do not hold any shares in the Company.

The above Independent Directors have given a declaration that he/she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In opinion of the Board, Mr. Nilesh Rathi, Mr. Girish Kataria and Ms. Surabhi Agrawal fulfills the condition specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) for their appointment as an Independent Directors of the Company.

All the documents referred to in the notice are available for inspection by the shareholders at the Registered Office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of the ensuing Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in passing the above resolution except Mr. Nilesh Rathi, Mr. Girish Kataria and Ms. Surabhi Agrawal and their relatives to the extent of the shareholding in the Company, if any.

ITEM NO.11: To approve re-appointment of Mr. Shyam Sunder Mundra (DIN 00113199) as the Executive Chairman and Managing Director:

The Board of Directors at their Meeting held on October 24, 2023, based on the recommendation of Nomination & Remuneration Committee, has proposed to re-appoint Mr. Shyam Sunder Mundra, as the Executive Chairman and Managing Director th (designated as “Executive Chairman” and “Chief Executive Officer”), for a period of 5 years with effect from October 24, 2023, subject to approval by the members of the Company in a general meeting.

Mr. Shyam Sunder Mundra is the Chairman of the Company since its incorporation. He holds a degree in Bachelor of Science in Engineering (Electrical), a Master’s degree in Electronics and Servomechanism from Indore University. He had also completed a master’s degree in business administration from Indore University. Mr. Shyam Sunder Mundra has over 55 years of experience in the power industry and specifically 43 years in the manufacturing of the transformers sector. Previously he had worked for the Madhya Pradesh Electricity Board for 8 years, before venturing into the transformer business independently.

Mr. Shyam Sunder Mundra has attended the age of 80 years and as per Section 196(3) of the Companies Act, 2013 states that no Company shall continue the employment of any person who has attained the age of seventy years, as Managing Director, Whole-Time Director or Manager unless it is approved by the members by passing a special resolution.

PROFILE OF DIRECTOR SEEKING APPOINTMENT

Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment are as under:

Name of the Director	Mr. Shyamsunder Mundra (DIN: 00113199)
Date of Birth	04.11.1943
Age	80
Nationality	Indian
Date of Appointment/ Re-appointment in the Company	24.09.2020
Brief Profile of the Director including nature of expertise in specific functional areas	He is post Graduate in Electrical Engineering & Business Administration. His core competency lies in the field of Electrical Engineering. Before starting his own venture, he worked in the State Electricity Board for 8 years. He is actively involved in Business & looks after, taxation & Strategies.
	Nil
No. of shares held in the Company as on March 31, 2024	Given separate table below
Directorships in other listed Companies	Nil
Membership / Chairmanship of Committees of the other Boards	Please refer Corporate Governance Report
No. of Board meetings attended during FY23-24	Please refer Corporate Governance Report
Inter se relationship between the Directors	He is Father of Mr. Vikalp Mundra & Mr. Anurag Mundra, Directors of the Company.

ITEM NO. 12: To approve alteration of main object Clause of the Memorandum Of Association (MOA) of the Company.

The Main Object of the Company is to carry on the business of manufacturers, repairers, importers, exporters, suppliers of selling agents, distributing agents, intermediaries, representatives for and dealers in transformers, power & distribution transformers, potential and current transformers, metering sets, voltage stabilizers high and low tension switchgears, motors, pumps, furnaces, ovens, heating chambers, control equipment's, transmission towers, overhead fittings, mining equipment and electrical sub-station equipment's etc.

To carry on business of manufacturing, installations, commissioning, supply, trading of charging station for electric vehicle using electricity generated through solar energy, any other renewable or nonrenewable sources of energy.

To carry on the business of manufacturing, Trading, fleet operating, leasing and renting of all:

- (i) Electric vehicles i.e. Two, Three, Four and Multi Wheeler including E-Cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through Solar Energy or Electricity generated through any renewable / non-renewable source of Power and
- (ii) Spare Parts thereof inclusive of any equipment (like motors, controllers Power trains, Batteries or any advanced energy storage devices like Lithium-ion Battery, super capacitors, fly wheel, GPS systems and its variants which can store energy in form of Electrical, Chemical and Mechanical form like battery, capacitor, fly wheel, & its variants.

To carry on business such as import, export, relicenss, periodic inspections and charging station of two-wheeler electric vehicles, three-wheeler electric vehicles and four-wheeler electric vehicles and to provide fleet services.

The Company proposes to undertake the following activities in addition to the existing objects:

To carry on business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in hydrogen gas, Ammonia , all derivatives using hydrogen and all the byproducts associated in this process in India or abroad. And establishment of plants and plant equipment's for these activities mentioned above for itself or others.

To carry on business as manufacturers, producers, processors, assemblers, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all types and varieties of Energy Storage. And establishment of plants and plant equipment's for these activities mentioned above for itself or others.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association (MOA) of the Company.

Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days except Saturdays and Sundays, upto the date of the Annual General Meeting of the Company

None of the Director of the Company or the Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in passing the resolution in respect of alteration of the main object clause of the Company as set out at Item Nos. 12 of the Notice.

ITEM NO. 13: To offer, create, issue and allot securities up to an aggregate amount of ` 500 crores and in this regard consider and, if thought fit, to pass, the following resolution as a special resolution.

The Company is in the business of Solar Energy Power Generation. The Board of Directors is of the opinion that the Company requires additional funds to meet the needs of growing business, in addition to the funds raised internally and through debt from banks and financial institutions. Hence it is imperative to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

Accordingly, It is proposed to raise funds of upto Rs.500 crores in one or more tranches through a mix of equity/equity-linked instruments, as may be appropriate. The Members' approval is sought for the issue of such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (FCDs) and/or Non-Convertible Debentures (NCDs) with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form or any combination of Securities through public issue(s), private placement(s) or a combination thereof, including issuance of Securities through a Qualified Institutions Placement under Chapter VIII of the SEBI (ICDR) Regulations.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers and to other buyers under the Private Placement shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI (ICDR) Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such a percentage as permitted under applicable law on the price determined pursuant to the SEBI (ICDR) Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board thereof decides to open the Issue for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/ issue/ allotment/ conversion/ redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

Section 62 of the Companies Act 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62 of the Companies Act, 2013 unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 as well as applicable Rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreement executed by the Company with the stock exchanges where the Equity Shares of the Company are

listed. The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing shareholders of the Company. None of the Directors and Key Managerial Personnel and any of their relatives are deemed to be concerned or interested in the passing of resolution, except to the extent of shareholding in the Company if any.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

The Board of Directors of the Company recommends the resolution as set out under item no. 13 for the approval of the shareholders as a Special Resolution.

ITEM NO. 14: To borrow funds pursuant to the provisions of section 180(1)(c) of the companies act, 2013, not exceeding Rs. 1,000 crores.

Keeping in view the Company’s long-term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create a charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out in Item No.13 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in resolution Item no.14 of the

accompanying notice. The Board recommends the resolution at Item no.3 to be passed as a Special Resolution.

ITEM NO. 15: Approval for payment of remuneration to Mr. Vikalp Mundra, director of the company as minimum remuneration under schedule V of the Companies Act, 2013.

Pursuant to the provisions of Schedule V to the Companies Act, remuneration payable by companies having no profits or inadequate profits during the year, remuneration shall be paid as per the applicable slab prescribed based on the ‘Effective Capital’ of the Company. Provided remuneration in excess of the permissible slab may be paid, if shareholders pass a special resolution.

In view of anticipated losses for FY 2023-24, the remuneration paid to directors other than the Managerial person as approved by the shareholders, exceeded the applicable slab of Rs. 17 lacs per annum in case of effective capital above 5 crores but less than 100 crores, Therefore, approval of shareholders is required by way of a special resolution.

The details of remuneration payable to Mr. Vikalp Mundra Director of the Company despite inadequacy or absence of profits is as under:

I. Remuneration	
a) Basic Salary	Not exceeding Rs. 300000/- per month each.
b) Incentive	As allowable under the Companies Act, 2013.
c) Allowance	Mentioned Below.
Category A	
1. House Rent Allowance	50% of the Basic salary.
2. *Medical Expense	Not exceeding one month salary in a year or three months salary in a block of three years.
3. Leave travel assistance	Expenses incurred for self and family in accordance with the rules of the Company.
4. Club Fees	Subject to maximum of two clubs.
5. Personal accident insurance premium	Not exceeding Rs. 8000/- p.a.

*Payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.

CATEGORY B:

- (6) Employees contribution to provident fund as per the rules of the Companies Act, 2013.
- (7.) Gratuity: As per the rules of the Company, subject to maximum ceiling may be prescribed under the payment of Gratuity Act from time to time.
- (8.) Leave encashment: up-to 15 days' salary for every one year completed service as per the rules of the Company.

Provided that the above-said prerequisites shall not be counted for the purpose of calculation of the remuneration payable to the executive director.

CATEGORY C:

- (9) Car: the Company shall provide car with driver for the Companies business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
- (10.) Telephone & Cell: Free use of telephone at his residence and cell phone, internet and other communication facilities, provided that the personal long-distance calls on the telephone shall be billed by the Company to the executive director.

Prerequisites shall be evaluated as per the Income Tax Rules, whenever applicable or at actual cost.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.9 & 10 is provided under Annexure A.

Other than Mr. Vikalp Mundra, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the above Resolutions.

Pursuant to the recommendations of the Nomination and Remuneration Committee, your directors recommend the Resolution set out in Item No. 11 as a Special Resolution for approval of the Members.

PROCEDURE FOR REMOTE E-VOTING:**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday August 13th 2024 at 9:00 AM and ends on Thursday August 15th 2024 at 5:00 PM. During this period shareholders of

the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday August 9th 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1. 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) **If you are a first-time user follow the steps given below:**

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@ujaas.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

VOTING AT ANNUAL GENERAL MEETING

Facility of voting through Ballot Paper shall also be made available at the meeting. Members Attending the meeting, who have not cast their vote by e-voting shall be able to exercise their right of casting vote at the meeting.

Members who have cast their vote by evoting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the Annual General Meeting.

Members holding shares in physical form are requested to note that as per the SEBI circular vide Notification No. SEBI/LAD-NRO/ GN/2018/24 released by SEBI on 8th June, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. This shall come into force from 4th December, 2018. Therefore, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form

OTHER INSTRUCTIONS

1. The evoting period commences on Tuesday 13th 2024 (at 9:00 AM IST) and ends on Thursday August 15th 2024 (at 5:00 PM IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 09th August, 2024 i.e., cut-off date, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
2. The Voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote evoting or voting at the meeting through poll paper.
3. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice of the Annual General Meeting and holds shares as on the cut-off date i.e. Friday, 09th August, 2024 may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com . However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details / Password" option available on www.evotingindia.co.
4. M/s. Ashish Karodia and Co., Practicing Company Secretary (CP No. 6375, membership no. F6549) has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner and to scrutinize the poll at the AGM venue.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of atleast two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ujaas.com and on the website of CDSL www.evotingindia.co. immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
6. For security reasons and for proper conduct of the Meeting, entry to the place of the meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided and hand it over at the entrance of the Meeting venue. A route map giving directions to reach the venue of the Twentieth AGM is given at the end of the Notice.

PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking re-appointment are as under:

Name of Director	Mr. Vikalp Mundra (DIN: 00113145)
Date of Birth	31.08.1971
Age	53
Nationality	Indian
Date of Appointment/ Re-appointment in the Company	24.09.2015.
Brief Profile of the Director including nature of expertise in specific functional areas	He is a graduate in Electrical Engineering & postgraduate in Financial Management. He is actively involved in design, selection of technology and keenly supervise project management. He plays a major role in providing strategic directions and effective business planning. He is Vice-Chairman of Renewable committee of IEEMA
No. of shares held in the Company as on March 31, 2024.	Given separate table below
Directorships in other listed Companies	Nil
Membership / Chairmanship of Committees of the other Boards	Please refer Corporate Governance Report
No. of Board Meetings attended during FY 2023-24	Please refer Corporate Governance Report
Inter se relationship between the Directors	He is son of Mr. Shyamsunder Mundra and Brother of Mr. Anurag Mundra

SHAREHOLDING OF DIRECTORS & THEIR RELATIVES:

Name	Shareholding at the end of the year i.e. as on 31st March, 2024.		
	No of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total Shares
Mr. Shyam Sunder Mundra	2	0.00	0.00
SVA Family welfare trust	9,90,00,001	94.01%	0.00
M&B Switchgears	10,00,000	0.95%	
Mr. Anurag Mundra	24	0.00	0.00
Mr. Vikalp Mundra	2	0.00	0.00
Mrs. Geeta Mundra	2	0.00	0.00
Mr. Vikalp S Mundra HUF	1	0.00	0.00
Mrs. Vandana Mundra	2	0.00	0.00
Mr. Anurag S Mundra HUF	2	0.00	0.00
Mrs. Sarita Mundra	2	0.00	0.00
	10,00,00,038	94.96	0.00

UJAAS ENERGY LIMITED, CIN: L31200MP1999PLC013571

Regd. Office: Survey No. 211/1, Opp. Sector C & Metalman, Sanwer Road Industrial Area, Indore-452015

PROXY FORM

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

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____ Folio No. / *DP ID and Client ID: _____

I/We, being the holder/s of _____ equity shares of the Ujaas Energy Limited, hereby appoint:

1.Name: _____ **E-mail Id:** _____

Address: _____

Signature: _____, or failing him/her

2.Name: _____ **E-mail Id:** _____

Address: _____

Signature: _____, or failing him/her

3.Name: _____ **E-mail Id:** _____

Address: _____

Signature: _____, or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Friday, 16th August, 2024 at 3:30 p.m. at the Corporate & Registered Office of the Company situated at Survey No. 211/1, Opp. Sector C & Metalman, Sanwer Road Industrial Area, Indore-452015 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Particulars	For	Against
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended as on 31st March, 2024, along with the reports of Board of Directors and the Auditors thereon		
2.	To appoint a director in place of Mr. Vikalp Mundra (DIN: 00113145), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To approve continuance of statutory auditor.		
4.	To increase in authorised share capital of the company and alteration of capital clause of memorandum of association of the company.		
5.	To Approve Issue Of Bonus Shares.		
6.	To approve the appointment of Mr. Anurag Mundra, director of the company, as whole time director.		
7.	To approve related party transactions under section 188 of the companies act, 2013 and clause 23 of the SEBI (listing obligations and disclosure requirements) regulations, 2015.		
8.	Appointment of Mr. Nilesh kumar Rathi as an independent director of the company.		
9.	Appointment of Mr. Girish Kataria as an independent director of the company.		
10.	Appointment of Ms. Surbhi Agrawal as an independent director of the company		
11.	Re-appointment of Mr. Shyamsunder Mundra as chairman & managing director of the company.		
12.	To Alter The Main Object Clause Of The Memorandum Of Association (Moa).		
13.	To Offer, Create, Issue And Allot Securities Up To An Aggregate Amount Of ` 500 Crores.		
14.	To borrow funds pursuant to the provisions of section 180(1)(c) of the companies act, 2013, not exceeding rs. 1,000 crores.		
15.	To approve payment of remuneration to mr. Vikalp mundra, director of the company as minimum remuneration under schedule v of the companies act, 2013.		

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2024

Signature of Shareholder

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.

Affix stamp