

NOTICE OF 17th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting of the Members of InSolare Energy Limited (formerly known as InSolare Energy Private Limited) will be held on Tuesday, 9th September 2025 at 11:00 A.M. IST at Hotel "ITC Welcome", Ashram Road, Ahmedabad through Physical/Video Conferencing/ Other Audio-Visual Means ("VC/OAVM"), to transact the following businesses:

ORDINARY BUSINESSES:

- 1. To receive, consider and adopt the Standalone and Consolidated Financial Statements including the Audited Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and reports of the Board of Directors and Auditors thereon:**

In this regard, to consider and pass the following resolutions as **Ordinary Resolutions:**

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appoint Mr. Sunit Dharamveer Tyagi (DIN: 01025709), Managing Director, of the Company, who retires by rotation as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution:**

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Sunit Dharamveer Tyagi (DIN: 01025709), who retires by rotation at this meeting, be and is hereby appointed as a Managing Director of the Company."

SPECIAL BUSINESSES:

- 3. Regularization of Additional Director, Mr. Gajanan Vithal Gandhe (DIN: 02023395) as the Non-Executive Independent Director of the Company:**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gajanan Vithal Gandhe (DIN: 02023395) who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 26th December 2024 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, who is qualified for being appointed as an Independent Director and who holds office up to the date of this Annual General Meeting; in respect of whom the Company has received declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to 25th December, 2029."

"RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary be and are hereby severally, jointly authorized to sign and file e-forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable

for the purpose of giving effect to this resolution.”

4. Regularization of Additional Director, Mrs. Pooja Bahry (DIN:01091905) as the Non-Executive Independent Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Pooja Bahry (DIN: 01091905) who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 23rd January 2025 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, who is qualified for being appointed as an Independent Director and who holds office up to the date of this Annual General Meeting; in respect of whom the Company has received declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to 22nd January, 2030.”

“RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary be and are hereby severally, jointly authorized to sign and file e-forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. To consider and approve an increase in the Authorised Share Capital of the Company to Rs. 30 Crores and consequential amendment in Memorandum of Association:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 15, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules and regulations made thereunder (collectively referred to as the “Companies Act”), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to:

(a) increase the authorised share capital of the Company from Rs. 1,80,00,000 (Rupees One Crore Eighty Lakh only) divided into 16,00,000 (Sixteen Lakh) Equity shares of ₹ 10 (Rupees Ten only) each and 20,000 (Twenty Thousand) Preference shares of Rs. 100 (Rupees One Hundred only) each, to ₹ 30,00,00,000 (Rupees Thirty Crore only) divided into 2,98,00,000 (Two Crore Ninety Eight Lakh) Equity shares of Rs. 10 (Rupees Ten only) each and 20,000 (Twenty Thousand) Preference shares of ₹ 100 (Rupees One Hundred only) each;

(b) amend Clause V of the Memorandum of Association of the Company accordingly.

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

V. The Authorised Share Capital of the Company is INR 30,00,00,000 (Indian Rupees Thirty Crore only) divided into 2,98,00,000 Equity shares of ₹ 10 (Indian Rupees Ten only) each with a power to re-classify into different classes of shares and 20,000 Preference shares of ₹ 100 (Indian Rupees hundred only) each with a power to re-classify into different classes of shares”.

“RESOLVED FURTHER THAT new Equity Shares shall rank *pari passu* to the existing Equity Shares in all respects.”

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved."

6. To approve Sub-division of equity shares from face value of ₹ 10/- per share to face value of ₹ 2/- per share and consequential amendment in Memorandum of Association:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 13, 15, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to such permissions, consents and approvals, if any, required from the concerned statutory authorities, and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for subdivision of the nominal value of Equity Shares of the Company from the existing nominal value of ₹ 10/- each to the nominal value of ₹ 2/- each, such that 1 (One) equity share bearing face value of ₹ 10/- (Rupees Ten only) each fully paid up, be sub-divided into 5 (five) equity shares bearing face value of ₹ 2/- (Rupees two only) each fully paid up, ranking pari-passu with each other in all respects with effect from the Record Date i.e. 12.09.2025."

"RESOLVED FURTHER THAT pursuant to the Sub-Division of the equity shares of the Company, existing nominal value of ₹ 10/- of all the issued, subscribed and paid-up equity shares of the Company shall stand sub-divided into equity shares of nominal value of ₹ 2/- each fully paid and shall rank pari passu in all respects with the existing fully paid equity shares of the Company and shall stand sub-divided as follows:

Type of capital	Pre sub-division			Post sub-division		
	No of equity shares	Face value (₹)	Total equity share capital (₹)	No of equity shares	Face value (₹)	Total equity share capital (₹)
Authorised Capital	2,98,00,000	10	29,80,00,000	14,90,00,000	2	29,80,00,000
Issued, Subscribed and Paid-Up Equity Share Capital	14,71,323	10	1,47,13,230	73,56,615	2	1,47,13,230

"RESOLVED FURTHER THAT pursuant to the sub-division of equity shares as aforesaid and with effect from the Record Date:

- The equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) or letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the applicable laws/ guidelines in this regard; and
- The equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s)."

"RESOLVED FURTHER THAT the sub-division of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT pursuant to Sections 13, 15, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder the consent of the members be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, as follows:

V. The Authorised Share Capital of the Company is INR 30,00,00,000 (Indian Rupees Thirty Crore only) divided into 14,90,00,000 Equity shares of ₹ 2 (Indian Rupees two only) each with a power to re-classify into different classes of shares and 20,000 Preference shares of ₹ 100 (Indian Rupees hundred only) each with a power to re-classify into different classes of shares."

"RESOLVED FURTHER THAT upon sub-division of equity shares, as aforesaid, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, the subdivided equity shares of nominal value of ₹ 2/- each shall be credited to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company."

"RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the duly appointed Company Secretary of the Company, be forwarded to the concerned authorities for necessary action."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or expedient to give effect to this Resolution."

7. To Approve the issue of Bonus Shares in the ratio of 7:1:

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

"RESOLVED THAT in accordance with the provisions of Sections 23(1)(c), Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the members be and is hereby accorded for capitalization of such sum standing to the credit of securities premium and/or free reserves of the Company as on March 31, 2025, as may be considered necessary by the Board, for the purpose of issuance of Bonus shares of ₹ 2 each, credited as fully paid-up shares to the eligible members of the Company holding equity shares of Rs. 2/- (Rupees Two only) each whose names appear in the Register of Members / Register of Beneficial Owners on a '**Record Date**' i.e. 12.09.2025 in the proportion of 7:1 i.e., 7 (Seven) new fully paid-up equity share of Rs. 2/- (Rupees Two only) each for every 1(One) existing fully paid-up equity share of Rs. 2 /- (Rupees Two only) each held by them and that the new bonus equity shares issued and so allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member and not as income in lieu of dividend credited."

"RESOLVED FURTHER THAT the Bonus Share issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the Bonus Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board of Directors thinks fit and proper."

"RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the duly appointed Company Secretary of the Company, be forwarded to the concerned authorities for necessary action."

8. To consider and approve to make borrowings over and above the limits specified under Section 180(1)(c) of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modifications and enactments thereto, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of directors or to such persons or such committee (by whatever name called), as may be authorised by the Board in this regard, to borrow at any time or from time to time by obtaining loans, overdraft facility, lines of credit, commercial papers, non-convertible debentures, external commercial borrowings (loans/bonds), INR denominated off shore bonds or in any other forms from banks, financial institutions, insurance companies, mutual funds, or other corporates or other eligible investors, including by way of availing credit limits through non fund based limits i.e. bank guarantee, letter of credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovables or such assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money (ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1000 Cr. (Rupees One Crore Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or expedient to give effect to this Resolution."

Date: 14.08.2025

Place: Ahmedabad

**By Order of the Board of Directors
For InSolare Energy Limited**

Regd Office: Office No. 501 to 505, Altimus,
Nr. Blue Dart., B/h. Torrent Pharma Office,
Off.Ashram Road, Riverfront (West), Ashram
Road P.O, Ahmedabad, City
Ahmedabad,Gujarat, India, 380009

Sd/-
Bhavesh Agal
(Company Secretary)

NOTES – FORMING PART OF THE NOTICE

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses mentioned under Item numbers 4 to 9 of the Notice dated 16.06.2025 is appended hereto.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time ("MCA Circulars"), physical attendance of the Members to the AGM venue is not required and General Meeting can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In compliance with the Companies Act, 2013 and the MCA Circulars, the 17th Annual General Meeting of the Company (AGM) is being held through VC/ OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participating in the AGM through VC/OAVM is given below in this report and is also available at the Company's website i.e., <https://insolare.com/>.
3. In accordance with the MCA Circulars, provisions of the Act and SEBI Listing Regulations, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
5. Attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, as per the MCA Circulars, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on the Cut-off Date, Directors, Key Managerial Personnel and Auditors will not be restricted on first come first serve basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
7. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company by an e-mail, a certified copy of the Board Resolution/Authority letter authorising their representative to attend and vote on their behalf at the Meeting through e-voting at compliance@insolare.com.
8. Only bonafide members of the Company whose names appear on the Register of Members as on Friday, 29 August, 2025 being "Cut-off date" will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.
9. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent Bigshare Services Private Limited (the "RTA"). If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form No. SH-14, as the case may be.

Members are requested to submit the said details to their respective DPs, in case the shares are held by

them in dematerialized form and to the Company / RTA in case the shares are held by them in physical form.

10. Pursuant to Secretarial Standard on General Meetings (SS 2), brief resume and other details in respect of Directors seeking appointment/ re-appointment at the AGM has been provided in the explanatory statement to the Notice.
11. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at compliance@insolare.com upto Friday, 29th August, 2025. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, September 09th, 2025. Members seeking to inspect such documents can send an email to compliance@insolare.com.
13. The MCA and the SEBI have encouraged paperless communication as a contribution to the "*Greener environment*". In compliance with the aforesaid MCA Circulars and the SEBI Circular dated January 05, 2023, the copy of the Annual Report for the financial year 2024-25 including Audited Financial Statements, Board's Report etc. and Notice of the 17th Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-Voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants. Members who have not registered their email address and holding shares in Demat mode are requested to register their e-mail IDs with the respective Depository Participants (DPs).
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 17th AGM has been uploaded on the website of the Company i.e. <https://insolare.com/>. Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Ms. Yashree Dixit, Proprietor, Yashree Dixit & Associates., Practicing Company Secretary (Membership No. 12221) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour or against, if any, within two working days of conclusion of the 17th AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website <https://insolare.com/>. and on the website of NSDL immediately after the result is declared by the Chairman.
16. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
17. Voting process and instruction regarding e-voting:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
2. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
3. Only a person, whose name is recorded as on the Cut-off Date, in the register of members / register of beneficial owners maintained by the Depositories, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.
4. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, August 29th, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
5. The remote e-voting period begins on 6th September 2025 at 09:00 A.M.IST and ends on 8th September 2025 at 05:00 P.M.IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 29th August 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 29th August 2025.

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

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





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No.,

	<p>Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website</p>

	<p>www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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, 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>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 evoting 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) login through their depository participants	<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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yashreedixit19@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on

www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mahtre at pallaviD@nsdl.com or at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliance@insolare.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@insolare.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have

forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. The route-map of the venue is annexed as per Annexure-B to this notice for the members desirous of attending the meeting in Physical mode.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@insolare.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Explanatory Statement sets out all material facts relating to the special businesses set out under accompanying Notice of the Annual General Meeting.

Item No.4

Pursuant to the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the, the Board of Directors appointed Mr. Gajanan Vithal Gandhe (DIN: 02023395) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from December 26, 2024, and holds office up to the date of the ensuing Annual General Meeting. The Company has received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board and based on the recommendation of Nomination and Remuneration Committee, Mr. Gajanan Vithal Gandhe (DIN: 02023395) fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as an Independent Director and that he is independent of the management. Mr. Gajanan Vithal Gandhe (DIN: 02023395) has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Gandhe is the CEO & MD of RSB Transmissions (I) Ltd and has over 34 years of experience in the global automotive industry. He holds a B.E. (Civil) from IIT Bombay, an M.S. in Engineering Mechanics from Virginia Tech (USA), an MBA from Oakland University (USA), and is an alumnus of the Advanced Management Program at Harvard Business School.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority. Accordingly, the Board of Directors are of the view that Mr. Gajanan Vithal Gandhe (DIN: 02023395) possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director.

Keeping in view the above, consent of the Members for appointment of Mr. Gajanan Vithal Gandhe (DIN: 02023395) as an Independent Director, not liable to retire by rotation, is sought by way of **Ordinary resolution**, as set out in the resolution in Item No. 4 of the accompanying Notice.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Gandhe, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

Pursuant to the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act, the Board of Directors appointed Ms. Pooja Bahry (DIN: 01091905) as Additional Director in the category of Non-Executive Independent Director with effect from January 23, 2025, and holds office up to the date of the ensuing Annual General Meeting. The Company has received a declaration from Ms. Pooja Bahry (DIN: 01091905) confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board and based on the recommendation of Nomination and Remuneration Committee she fulfils the conditions specified in the Act for her appointment as an Independent Director and that she is independent of the management. Ms. Pooja Bahry (DIN: 01091905) has given her consent

to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Ms. Bahry is a distinguished professional in the field of insolvency and bankruptcy and an alumna and Gold Medalist from Shri Ram College of Commerce (SRCC), University of Delhi. Considering her specialized experience of over 23 years, high ethical standards and professional excellence in the fields of insolvency resolution, liquidation, NPA resolutions, IBC regulatory compliance, corporate debt restructuring, and bankruptcy law advisory, the Board believes that her appointment as an Independent Director will be beneficial to the Company.

The Nomination and Remuneration Committee while recommending her appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that she is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority. Accordingly, the Board of Directors are of the view that Ms. Pooja Bahry (DIN: 01091905) possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director.

Keeping in view the above, consent of the Members for appointment of Ms. Pooja Bahry (DIN: 01091905) as an Independent Director, not liable to retire by rotation, is sought by way of **Ordinary resolution**, as set out in the resolution in Item No. 5 of the accompanying Notice.

None of the Directors, Key Managerial Personnel, or their relatives, except Ms. Pooja Bahry, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

The Company is proposing to undertake an Initial Public Offer and in preparation for the same, it is necessary to have adequate authorised share capital to accommodate potential future issuances. Additionally, the Company is also considering a bonus issue, which requires an increase in authorised share capital as a prerequisite.

In light of the above, the Board of Directors recommends increasing the authorised share capital of the Company from the existing ₹1,80,00,000 (Rupees One Crore Eighty Lakh only), comprising 16,00,000 (Sixteen Lakh) equity shares of ₹10 (Rupees Ten only) each and 20,000 (Twenty Thousand) preference shares of ₹100 (Rupees One Hundred only) each, to ₹30,00,00,000 (Rupees Thirty Crore only), comprising 2,98,00,000 (Two Crore Ninety-Eight Lakh) equity shares of ₹10 (Rupees Ten only) each and 20,000 (Twenty Thousand) preference shares of ₹100 (Rupees One Hundred only) each.

Consequently, it is proposed to amend Clause V of the Memorandum of Association of the Company to reflect the revised authorised share capital.

The proposed increase in authorised share capital and the corresponding amendment to the Memorandum of Association require the approval of the shareholders pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013.

The Draft copies of Memorandum of Association incorporating abovementioned alterations are also made available for inspection in physical or electronic form at the Registered Office of the company.

The Board recommends the resolution as set out in the accompanying notice for the approval of the members by way of an **Ordinary resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

Item No. 7

In light of the proposed Initial Public Offer in the near future, the Board of Directors is of the opinion that it would be beneficial to sub-divide the face value of the equity shares of the Company to enhance liquidity, improve affordability for potential investors, and widen the shareholder base post-listing.

Accordingly the Board of Directors has considered and approved the sub-division (stock split) of one equity share of the Company having a face value of Rs. 10.00 each into Five equity shares of face value of Rs. 2.00 (Two) each subject to approval of the members and any other statutory & regulatory approvals, as may be applicable. The proposed sub-division (stock split) of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed in the due course after approval of the shareholders is obtained for the proposed sub-division (stock split).

In the opinion of the Board, proposed sub-division (stock split) of the equity shares is in the best interest of the investors of the Company and therefore the Board at its meeting held on 16th June, 2025, recommended the aforesaid sub-division (stock split) to the shareholders. Proposed sub-division (stock split) will not have any impact on the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division (stock split) of equity shares.

Further, Pursuant to the provisions of Sections 13, 61, and 64 of the Companies Act, 2013 and the applicable rules made thereunder, approval of the members is required for:

- Sub-division of the face value of existing equity shares from ₹10/- to ₹2/- each, and
- Alteration of Clause V of the Memorandum of Association of the Company to reflect the same.

The Draft copies of Memorandum of Association incorporating abovementioned alterations are also made available for inspection in physical or electronic form at the Registered Office of the company.

The Board recommends the resolution for approval of the members as an **Ordinary resolution**.

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

Item No. 8:

The Board of Directors, at its meeting held on 16.06.2025, have approved the issuance of Bonus Shares in the ratio of 7 (Seven) equity shares of ₹2 each for every 1 (One) fully paid-up equity share of ₹2 each by capitalising a sum not exceeding ₹11 Crores from the securities premium account and/or free reserves of the Company, as per the audited financials as on March 31, 2025.

The proposed bonus issue is intended to strengthen the capital structure of the Company, reward the shareholders, and improve liquidity of the equity shares. The move is aligned with the Company's long-term objective of enhancing shareholder value, especially in light of its plans to undertake an Initial Public Offer in the near future.

This issue will lead to a proportionate increase in the paid-up share capital of the Company, with no change in its overall net worth.

In terms of the provisions of Sections 23(1)(c), 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the issue is subject

to the approval of shareholders.

The Board recommends the resolution for approval of the members as **Special resolution**.

None of the Directors, Key Managerial Personnel, or their relatives is in any way concerned or interested in this resolution, financially or otherwise, except to the extent of their shareholding in the Company, if any.

Item No. 9:

Keeping in view the existing and future financial requirements to support its business operations, 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. Hence it is proposed to increase the maximum borrowing limits to Rs. 1000 Crores (Rupees One Hundred Crore) for 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 charge on the assets or whole or part of the undertaking of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Date: 14.08.2025

Place: Ahmedabad

**By Order of the Board of Directors
For InSolare Energy Limited**

Regd Office: Office No. 501 to 505, Altimus,
Nr. Blue Dart., B/h. Torrent Pharma Office,
Off.Ashram Road, Riverfront (West), Ashram
Road P.O, Ahmedabad, City
Ahmedabad,Gujarat, India, 380009

Sd/-
Bhavesh Agal
(Company Secretary)

Annexures to the Notice

ANNEXURE-A

Details of Directors retiring by Rotation at the meeting:

Particulars	Details
Name of the Director	Mr. Sunit Dharamveer Tyagi
Age	63 years
Qualifications	Dr. Tyagi holds a Ph.D. in Electrical, Computer, and Systems Engineering and Masters in Science from Rensselaer Polytechnic Institute (RPI), Troy, NY, USA. His groundbreaking doctoral thesis focused on developing Indium Phosphide Solar Cells for space applications. Prior to his doctoral research, he contributed to the development of Blue LEDs using Zinc Selenide. An alumnus of IIT Bombay, with a BTech in Electrical Engineering, Dr. Tyagi's academic pursuits laid a strong foundation for his transformative work in the fields of renewable energy.
Experience	Dr. Sunit Tyagi is the Founder and Managing Director of InSolare Energy Ltd. Before founding InSolare, he held key leadership roles at Intel Corporation, Oregon US from 1991 to 2005 where he spearheaded the development of CMOS technology for integrated circuits, achieving a 100x increase in microprocessor speed. From 2005 to 2008, he led Intel's first Indigenous Microprocessor designed entirely in India. Dr. Tyagi's illustrious career of more than three decades reflects his unwavering commitment to innovation and sustainability, making him a respected leader and visionary in his field of renewable energy and semiconductor industries.
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Sunit Dharamveer Tyagi, Managing Director, is liable to retire by rotation.
Remuneration (CTC) last drawn, including sitting fees, if any) (FY 2024-25)	Rs. 84,00,000 /-
Remuneration proposed to be paid	up to 15.5% of the current cost-to-company + Rs. 25,00,000 Annual Performance Linked Bonus
Date of first appointment on the Board	01/10/2009
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	3,40,080
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended	18
Directorships of other Boards as on March 31, 2025	1. Solberry Energy Private Limited 2. Ashwamedha KAR Solar Park Private Limited 3. Hyd2Gen Energy INC. 4. NetShunya INC.
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years	Nil

ANNEXURE-B

Route-map of the Venue

