

**UJAAS ENERGY LIMITED**

Registered Office: Survey No. 211/1,
Opposite Sector - C and Metalman, Sanwer Road
Industrial Area, Indore - 452015 (M.P.), India

Ph.: +91-731 – 4673788

Website: www.ujaas.com | Email: info@ujaas.com

CIN: L35201MP1999PLC013571

CORRIGENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Corrigendum to the Notice of Extraordinary General Meeting (EGM) of the members of the Ujaas Energy Limited (Company) scheduled to be held on Monday, December 01, 2025, at 11:30 A.M. (IST).

This Corrigendum is issued in continuation of the Notice of the Extraordinary General Meeting (“EGM Notice”) of the members of Ujaas Energy Limited (“Company”), scheduled to be held on Monday, December 01, 2025, at 11:30 A.M. (IST).

The Company had issued the EGM Notice dated November 7, 2025, convening the EGM at the Registered Office of the Company situated at: Survey No. 211/1, Opp. Sector – C & Metalman, Sanwer Road Industrial Area, Indore – 452015 (M.P.).

The EGM Notice was dispatched to all members on November 7, 2025, in compliance with the Companies Act, 2013, the rules framed thereunder, the circulars issued by the Ministry of Corporate Affairs, SEBI regulations, and other applicable laws.

Pursuant to Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company filed applications with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (collectively, the “Stock Exchanges”) seeking in-principle approval for the proposed Preferential Issue of Equity Shares as set out in Item Nos. 2 and 3 of the EGM Notice and the explanatory statement annexed thereto.

NSE, vide its letter dated November 14, 2025, advised the Company to provide certain clarifications and information regarding the Preferential Issue by issuing a corrigendum to the EGM Notice.

Accordingly, this Corrigendum forms an integral part of the EGM Notice and the explanatory statement annexed thereto. Members and all concerned persons are requested to take note of the following modifications:

- a) For better clarity and understanding, the following changes have been made to Paragraph 1 of Resolution (Item) No. 2 and to Points 1 and 7 of the Explanatory Statement.**

S.No	Name of the proposed allottees	Name of the ultimate beneficial owner
35.	Efficient Tie-Up Pvt. Ltd.	NA
42.	Prakash Varadarajan HUF	Varadarajan Prakash

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- b) For better clarity and understanding, point No. 2 of the explanatory statement for Item No. 2 of the EGM Notice shall be replaced and read in the manner set out below:

2. Objects of the issue:

The proposed issue of 12,75,70,000 (Twelve Crores Seventy Five Lakhs Seventy Thousand) **Equity Shares to Non-Promoters on a preferential allotment basis** is being undertaken for cash consideration. This Preferential Issue forms part of the Company's strategic capital-raising initiative aimed at strengthening its financial position to support future growth and expansion.

- i. The **primary objective** of this preferential issue is to raise further capital to meet the funding and business requirements of the Company not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores Only), including but not limited to:
 - Funding business growth and capital expenditure;
 - Supporting expansion plans, including investments in subsidiaries;
 - Making investments in promising business entities;
 - Investing in or acquiring companies to create group or associate entities;
 - Exploring new initiatives and strategic acquisitions for diversification and expansion of the business model; and
 - Providing inter-corporate loans in line with business requirements.
- ii. Additionally, up to **25% of the Issue Size**, not exceeding Rs. 35,08,17,500/- (Rupees Thirty-Five Crore, Eight Lakh Only), shall be utilized to meet **general corporate purposes**.

Broad range of proposed utilization of Issue proceeds:

Particulars	Estimated Amount to be utilised (Amount in Rs.)	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
Capital expenditure for the establishment and development of facilities dedicated to the production of green elements, including copper, aluminum, hydrogen, and their derivatives, as well as for the acquisition and/or construction of solar power plant, in accordance with the primary objectives defined under the Memorandum of Association (MOA)	25.00	Up to 24 months from the date of receipt of Funds
Working Capital	79.25	Up to 24 months from the date of receipt of Funds



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General Corporate Purpose	35.08	Up to 24 months from the date of receipt of Funds
Issue Expenses	01.00	Up to 06 months from the date of receipt of Funds
Total	140.33	
* Any increase in Capital Expenditure to the extent of +10% will be met through Working Capital or GCP. Any reduction in Capital Expenditure to the extent of -10% will be used in Working Capital		
** Any Increase in issue Expenses upto +10% will be met by GCP. Any reduction in Issue Expenses will be used in Working Capital		

The allotment under the Preferential Issue is subject to the fulfilment of the conditions precedent such as receipt of in-principle approval from each of the Stock Exchanges for the Preferential Issue and approval of the Members of the Company for the Preferential Issue with requisite majority.

The amounts specified above is based on the estimates made currently, which may vary due regulatory, commercial, other developments or circumstances in future and hence there may be a deviation of +/- 10% (subject to compliance with Applicable Laws) in each of the above specified objects (except for the General Corporate Purposes) in terms of the circular issued by the National Stock Exchange of India Limited under Ref No: NSE/CML/2022/56 dated 13th December, 2022 and Notice No. 20221213-47 dated 13th December, 2022 issued by BSE Limited and If the offer is not fully subscribed, the utilization of funds will be made proportionately.

For the interim period, until the funds are utilized for the objects of the issue or after the end of the given timeline, the funds received will be deposited in bank fixed deposits and/or invested in debt mutual funds.

- c) For better clarity and understanding, point No. 5 of the explanatory statement for Item No. 2 of the EGM Notice shall be replaced and read in the manner set out below:

5. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre Preferential Issue*		Post Preferential Issue (after considering the proposed Preferential Issue of 12,75,70,000 and 24,00,00,000 equity shares to Resolution Applicant)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				



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1	Indian				
	Individual & HUF	37	0	37	0
	Any Other	10,00,00,001	74.9637	34,00,00,001	67.8686
	Sub-total	10,00,00,038	74.9638	34,00,00,038	67.8686
2	Foreign Promoters	0	0	0	0
	Sub-total (A)	10,00,00,038	74.9638	34,00,00,038	67.8687
B	Non-promoters' holding				
	Institutional investors	0	0	0	0
	Non-institution	4932	0.003697	4932	0.00
	Body Corporates	3,16,33,807	23.7128	7,04,33,807	14.0600
	Indian public	15,76,973	1.1836	5,79,96,973	11.5773
	(Others (including HUF, NRIs, LLP, Clearing members, Trusts, etc))	1,82,064	0.1364	3,25,32,064	6.4940
	Sub-total (B)	3,33,97,776	25.0362	16,09,67,776	32.1313
C	Non Promoter & Non Public (C)	0	0	0	0
D	GRAND TOTAL (D)= (A)+(B)+(C)	13,33,97,814	100	50,09,67,814	100
*As on 07th November, 2025					

*Pre preferential shareholding is as of 7th November 2025.

- d) For better clarity and understanding, point No. 6 of the explanatory statement for Item No. 2 of the EGM Notice shall be replaced and read in the manner set out below:

6. Proposed time within which the preferential issue shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in **Extra-Ordinary General Meeting**, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

- e) For better clarity and understanding, point No. 10 [D] of the explanatory statement for Item No. 2 of the EGM Notice shall be replaced and read in the manner set out below:

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Method of determination of price as per the Articles of Association of the Company - Notwithstanding anything contained in sub – clause (I) thereof, the further shares aforesaid may be offered to any person (where or not those persons include the persons referred to in clause (a) of sub – clause (1) hereof in any manner either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a Registered Valuer subject to such condition prescribed in the rules made thereunder.

- f) In addition to the above, the Board of Directors, in its meeting held on today i.e. November 25, 2025 approved certain corrections in the number of Equity Shares proposed to be allotted, as mentioned in **Paragraph 1 of Resolution (Item) No. 2 and to Points 1 and 7 of the Explanatory Statement.**

Accordingly, for better clarity and understanding, the following changes have been made to Paragraph 1 of Resolution (Item) No. 2 and to Points 1 and 7 of the Explanatory Statement.

Sr. No	Name of the proposed allottee	No. Equity Shares proposed to allotted
10.	Manish Rameshchandra Vyas	50,00,000
71.	Pankaj Commerz LLP	61,00,000

All other contents of the EGM Notice, together with the explanatory statement annexed thereto, **save and except as modified or supplemented by this Corrigendum**, shall remain unchanged. Capitalized terms used but not defined herein shall have the same meaning ascribed to them in the EGM Notice and the explanatory statement thereto.

This Corrigendum shall form an **integral part** of the EGM Notice and the explanatory statement, which were circulated to the members of the Company on **November 7, 2025**. From the date hereof, the EGM Notice and the explanatory statement shall always be read **in conjunction with this Corrigendum**. Accordingly, all shareholders, Stock Exchanges, depositories, the registrar and share transfer agent, agencies appointed for e-voting, authorities, regulators and all other concerned persons are requested to take note of the above changes.

This Corrigendum is also being published in **Free Press (English)** and **Choutha Sansar (Hindi)**, and is available on the website of the Company (www.ujaas.com) and on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).

This is for your information and record.



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**By order of Board of Directors
For Ujaas Energy Limited**

**Sarvesh Diwan
(Company Secretary & Compliance Officer)**

Date: 25.11.2025

Place: Indore

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that second extra-ordinary general meeting of the members of Ujaas Energy Limited will be held on Monday, **01st day of December 2025, at 11:30 a.m.** at the Registered 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:

Special Business:**1. TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO ALTER CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any amendment thereto or re-enactment thereof), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs.45,00,00,000/- (Rupees Forty-Five Crore) divided into 45,00,00,000 equity shares of Rs.1/- (Rupees one) each to Rs 52,00,00,000 (Rupees Fifty Two Crore) divided into 52,00,00,000 equity shares of Rs.1/- (Rupees one) each.

RESOLVED FURTHER THAT subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing **Clause** V i.e. Capital Clause thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 52,00,00,000 /- (Rupees Fifty Two Crore) divided into 52,00,00,000 Equity Shares of Rs. 1/- (Rupees one) 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”

2. ISSUANCE OF 12,75,70,000 EQUITY SHARES ON PREFERENTIAL BASIS TO PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:

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



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“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company; (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); (iii) the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”); (iv) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/ or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 12,75,70,000 (Twelve Crores Seventy Five Lakhs Seventy Thousand) equity shares of the Company of face value of Rs. 1/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 11/- (including premium of Rs. 10/-) as determined in accordance with Regulation 165 of the SEBI ICDR Regulations, as may be modified or re-enacted from time to time, to the following persons, for consideration in cash, for a total consideration of Rs. 1,40,32,70,000/- (Rupees One Hundred Forty Crore, Thirty-Two Lakh, Seventy Thousand Only), on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No	Name of the proposed allottee	Name of Ultimate Beneficial Owner	No. Equity Shares proposed to be allotted
	Category- Non-Promoters		
1	Mehul Hasmukh Shah	NA	25,00,000
2	Vidhi Mehul Shah	NA	25,00,000
3	F3 Advisors Private Limited	Deep Paresh Shah/ Paresh Rasilal Shah/ Avni Paresh Shah	1,50,00,000
4	Sahastraa Advisors Private Limited	Deep Paresh Shah/ Paresh Rasilal Shah/ Avni Paresh Shah	1,50,00,000
5	Harsh Jain	NA	10,00,000
6	Babita Jain	NA	10,00,000
7	Premkumar K Seth	NA	5,00,000
8	Irfan Shaikh	NA	1,50,00,000
9	Saqib Shaikh	NA	10,00,000
10	Manish Rameshchandra Vyas	NA	50,00,000



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11	Alnasir Abdulaziz Gilani	NA	6,00,000
12	ZEENAT ALNASIR GILANI	NA	6,00,000
13	ANISA ALNASIR GILANI	NA	6,00,000
14	ANEES ALNASIR GILANI	NA	6,00,000
15	Meteor Balanced Portfolio Incorporated VCC Sub-Fund	Saleem Aziz Habib Al Balushi	2,50,000
16	Sandeep Upendra Mehta	NA	8,50,000
17	Megha Chirag Darji	NA	7,50,000
18	Harshit Ramanlal Darji	NA	7,50,000
19	Manesh Nanalal Dudhaiya	NA	11,00,000
20	Neeta Manesh Dudhaiya	NA	10,00,000
21	Milan Nanalal Dudhaiya	NA	2,50,000
22	Nimesh Vijay Bhinde	NA	2,50,000
23	Yogeshbhai Shankar Patel	NA	2,50,000
24	Amit Sunil Zunjarrao	NA	2,50,000
25	Meghna Suresh Panchal	NA	2,50,000
26	Shlok Rathod	NA	12,50,000
27	SR Family Trust	Devika Rathod /Hira Rathod	15,00,000
28	Riken Parmar	NA	1,00,000
29	Efficiency Equipment Pvt Ltd	Anahaita Nalin Shah/Jesal Nalin Shah	5,00,000
30	Premal Shah	NA	10,50,000
31	Kuber Equity Services LLP	Premal Shah/ Keval Arvind Modi	7,50,000
32	Streamline Ventures Finance LLP	Shlok Rathod/ Hardik Jain	30,00,000
33	Sunlight Homes	Hardik M Jain/ Ajit S Jain	1,00,000
34	Parimal Mehta Family Trust	Parimal Mehta	50,00,000



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35	Efficient Tie-Up Pvt. Ltd.	NA	6,00,000
36	Shitalnath Consultant Pvt Ltd.	Ashok sing Bhadoriya /Ashvin Trivedi	7,00,000
37	Dakshesh Shah	NA	7,00,000
38	Dhruvin Shah	NA	5,00,000
39	Dealmoney Commodities Pvt Ltd	Prabhakar Naig	50,00,000
40	Madhu Sharma	NA	10,00,000
41	Rajendra Sharma	NA	10,00,000
42	Prakash Varadarajan HUF	Varadarajan Prakash	5,00,000
43	Kavin Vinod Shah	NA	2,00,000
44	Anil Kumar	NA	5,00,000
45	Jiten Mehta	NA	2,00,000
46	Emily Enterprises LLP	Ritu Khullar/ Shivangi Khullar	10,00,000
47	Saloni Shah	NA	5,00,000
48	Jesal Shah	NA	5,00,000
49	Bima Pay Technologies Private Limited	Saurabh Garg	5,00,000
50	Ten Eighty Investments	Aatish Sharma/ Nidhi Thakkar	5,00,000
51	Deepak Banger	NA	30,00,000
52	Vimal Chand Jain	NA	20,00,000
53	Ankit Jain	NA	1,00,000
54	Prashant Sawant	NA	2,00,000
55	Govindraaj Rege	NA	10,00,000
56	Nitin Shah	NA	15,00,000
57	Aira Buildcon Private Limited	Pravesh Ramesh Jain/Darshan Satish Ghodawat	10,00,000
58	Bhishmaraj Singh	NA	1,00,000
59	Dipikaben Tapashvin Patel	NA	2,50,000
60	Soham Maniar	NA	3,00,000



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61	Sania Maniar	NA	3,00,000
62	Rohan Subhash Pandit	NA	1,00,000
63	Purnima Ankit Jajoo	NA	21,00,000
64	Shankar Sharma	NA	2,00,000
65	Receding Water Resort LLP	Aditya Satish Parakh	75,00,000
66	Pratik Ramesh Gaikwad	NA	10,000
67	Siddhesh D Sighwan	NA	10,000
68	Dr. Bhujang Upendra Pai	NA	1,00,000
69	Krina Parekh	NA	50,000
70	Pradip Birewar	NA	10,00,000
71	Pankaj Commerz LLP	Balveer Singh Choudhary/ Priti Choudhary	61,00,000
72	Finsanity innovations pvt.ltd	Nayankantilal Sharma/ Rishab Kantilal Sharma/ Jeet Hitesh Dalwadi	5,00,000
73	Jay Manoj Kapadia	NA	3,00,000
74	Manoj Jaswantlal Kapadia	NA	3,00,000
75	Century Wealth Fund	Bal Krishen	10,00,000
76	Fivex Capital VCC	Veerendra Kedarnath Chandalada	10,00,000
77	Kingsman Wealth Fund PCC	Ritesh Abbi/ Mithilesh singh Soobarah/ Christopher Ludovic Quirin	10,00,000
78	North Star Opportunities Fund VCC	Ali Baqer Issam	10,00,000
79	Nexpact Limited	Saleem Aziz Habib Al Balushi	10,00,000
80	Hemant Maniar	NA	4,00,000
81	Radiant Global Fund Class B Participating shares	Ramakant Gaund/ Nikunj Shah/ Fatheya Mohamed	1,50,000
	TOTAL		12,75,70,000

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of the SEBI ICDR Regulations, for the purpose of determination of the price of the equity shares to be issued and allotted as above, shall be 31st October 2025;

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RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018;
- b) The equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;
- c) No partly paid-up Equity Shares shall be issued and allotted;
- d) Allotment of the Equity Shares shall only be made in dematerialized form;
- e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE and NSE subject to the receipt of necessary regulatory permissions and approvals;
- f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and
- g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.”

RESOLVED FURTHER THAT since the proceeds from the Preferential Issue are more than Rs. 100 Crores, a SEBI registered external credit rating agency Crisil Ratings Limited, be and is hereby appointed as Monitoring Agency to monitor the use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018;

RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to issue to the Investors, a private placement offer letter in Form PAS-4 pursuant to Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to subscribe to the aforesaid Equity Shares by way of preferential allotment on a private placement basis;

RESOLVED FURTHER THAT the equity shares to be allotted be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit and lock in of such equity shares to the holders' dematerialized securities account;

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RESOLVED FURTHER THAT the Board shall have absolute powers, at its discretion, to withdraw, cancel, modify or otherwise not proceed with the said issue, without assigning any reason and without any liability on the part of the Company or its Directors;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- i. to issue and allot the Equity Shares, as may be required to be issued and allotted, without requiring any further approval from the Members;
- ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to give effect to the above resolutions, including making applications to Applicable Regulatory Authorities, including applications to the Stock Exchanges for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the same upon allotment;
- iii. to vary, modify or alter any of the relevant terms and conditions, and to give effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;
- iv. to resolve and settle any matter, question, difficulty or doubt that may arise or to issue clarification in regard to the issuance and allotment of Equity Shares and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- v. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Equity Shares on a preferential and private placement basis);
- vi. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to give effect to any modification to the foregoing, and the decision of the Authorised Signatories shall be final and conclusive;
- vii. to file the requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit and lock in of such equity shares to the respective dematerialized securities account of the holders.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Shyamsunder Mundra, Managing Director, Mr. Anurag Mundra, Whole-Time Director and /or Mr. Sarvesh Diwan, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise;

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RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

3. NOTING OF ISSUANCE AND ALLOTMENT OF EQUITY SHARES UPON CONVERSION OF THE RESOLUTION APPLICANT(RA) LOAN.

(No approval is required for this resolution.)

“RESOLVED THAT the members of the Company do hereby take note of the issuance and allotment of **24,00,00,000 (Twenty-Four Crore) equity shares** of face value of INR 1/- each aggregating to INR 24,00,00,000 (Rupees Twenty-Four Crore Only) to **SVA Family Welfare Trust**, against the conversion of the Resolution Applicant (RA) Loan of INR 24,00,00,000 availed from SVA Family Welfare Trust, Promoter pursuant to and in accordance with the implementation of the **Resolution Plan approved by the Hon’ble National Company Law Tribunal, Indore Bench, vide its order dated October 13, 2023 (“Plan Approval Order”)**, submitted by **SVA Family Welfare Trust** and **M&B Switchgears**, the Promoters of the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations made thereunder.”

Sr. No.	Name and Occupation of the Allottee (Promoter)	Name of the Ultimate Beneficial owner	Addresses of the Allottee	Nationality of the Allottee	No. of Equity Shares Allotted	Face value (in Rs.)	Total Amount paid (in Rs.)
1.	SVA Family Welfare Trust	Mrs. Vandana Mundra	191, Saket Nagar, Indore	Indian	24,00,00,000	1/-	24,00,00,000
	Total				24,00,00,000/-		24,00,00,000/-

RESOLVED FURTHER THAT the members take note that the aforementioned equity shares shall rank *pari passu* in all respects with the existing equity shares of the Company, including with respect to dividend and voting rights;

RESOLVED FURTHER THAT the members take note that the aforesaid equity shares have been issued in dematerialized form and Mr. Anurag Mundra, Director, and Mr. Sarvesh Diwan, Company Secretary (collectively referred to as the “Authorised Persons”), have been duly authorized by the Board to make the necessary applications to **National Securities Depository Limited (NSDL)** and **Central Depository Services (India) Limited (CDSL)** for the admission of the said 24,00,00,000 equity shares of INR 1/- each into the depository system and for credit of such shares into the dematerialized account of **SVA Family Welfare Trust**;

RESOLVED FURTHER THAT the members take note that the aforesaid issuance of equity shares to **SVA Family Welfare Trust** is **subject to the successful completion of the issuance and allotment of equity shares to non-promoters of the Company**, in order to ensure compliance with the **Minimum Public**

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Shareholding (MPS) requirement prescribed under **Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and other applicable SEBI guidelines. The effectiveness and continuation of this allotment shall therefore be conditional upon the successful completion of the said non-promoter issue, and the Board shall take all necessary steps to ensure compliance with the applicable MPS norms.

REOLVED FURTHER THAT the members take note that Mr. Shyamsunder Mundra – Managing Director, Mr. Anurag Mundra – Director and Mr. Sarvesh Diwan – Company Secretary have been severally authorized by the Board to sign, execute and certify all necessary documents, undertake all acts, deeds, and things, including digital filings with the Registrar of Companies, and perform such actions as may be necessary to give full effect to the issuance and allotment of the aforesaid equity shares pursuant to the NCLT-approved Resolution Plan.

RESOLVED FURTHER THAT the members also take note that the Authorised Persons have been empowered by the Board to:

- (i) consider, approve and sign all application(s) in respect of the Equity Shares;
- (ii) take all necessary actions and give directions for facilitating the issuance and allotment;
- (iii) enter the name of the aforesaid allottee in the Register of Members of the Company;
- (iv) execute and sign all deeds, documents, writings and declarations as required;
- (v) make all filings with the Registrar of Companies, including the Return of Allotment;
- (vi) make appropriate entries in statutory registers reflecting beneficial ownership;
- (vii) fulfil all formalities and reporting requirements with statutory or regulatory authorities; and
- (viii) do all such acts, deeds, and things as may be necessary to give effect to these resolutions.”

By order of Board of Directors

For Ujaas Energy Limited

Sd/-

Sarvesh Diwan

Company Secretary & Compliance Officer

Date: 07-11-2025

Place: Indore

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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 Extra-Ordinary General Meeting. Proxy form for the EGM 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 Extra-Ordinary 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 Extra-Ordinary 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 EGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 25th November, 2025 to Monday, 01st December, 2025(both days inclusive) for the purpose of Extra-Ordinary 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 Extra-Ordinary General Meeting.
10. 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.
11. 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: Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093, Maharashtra, India. Email: investor@bigshareonline.com



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12. 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.
13. The copy of the Notice is being sent through electronic mode to all the members whose email address are registered with the Company/Depository Participants(s).
14. 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.
15. 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.
16. 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 EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
17. 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").

Subsequently 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.

THE INSTRUCTIONS 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. |

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- (i) The voting period begins on Friday November 28th 2025 at 09:00 AM and ends on Sunday November 30th 2025 at 05:00 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 Monday November 24th 2025 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.

- (iv) 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 above said 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
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Individual Shareholders holding securities in mode with Depository holding Demat CDSL	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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in mode with Depository holding demat NSDL	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.nsdl.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. If the user is 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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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 email helpdesk.evoting@cdslindia.com or contact at toll free no. 022-62343333
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.

(v) 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



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- 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Ujaas Energy Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



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- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 **RTA email id:** investor@bigshareonline.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



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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.

OTHER INSTRUCTIONS

- The Evoting period commences on Friday November 28th 2025 (at 9:00 AM IST) and ends on Sunday November 30th 2025 (at 5:00 PM IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 24th, 2025 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.
- 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.
- Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice of the Extra-ordinary General Meeting and holds shares as on the cut-off date i.e. Wednesday, 19th, 2025 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 .
- 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 EGM venue.
- The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote Evoting in the presence of at least 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

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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.

- 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 EGM is given at the end of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 1:

The Authorised Share Capital of the Company is ₹45,00,00,000/- (Rupees Forty-Five Crore only) divided into 45,00,00,000 (Forty-Five Crore) Equity Shares of ₹1/- (Rupee One) each.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, the proposed increase in Authorised Share Capital and the consequential alteration to Clause V of the Memorandum of Association of the Company require the approval of the Members.

The Board of Directors, at its meeting held on Monday, November 03, 2025, approved the increase in the Authorised Share Capital of the Company from ₹45,00,00,000/- (Rupees Forty-Five Crore only) divided into 45,00,00,000 Equity Shares of ₹1/- each to ₹52,00,00,000/- (Rupees Fifty-Two Crore only) divided into 52,00,00,000 Equity Shares of ₹1/- each, ranking pari passu in all respects with the existing equity shares of the Company, and approved the consequential amendment to Clause V of the Memorandum of Association.

Pursuant to the provisions of Sections 61, 64, and other applicable provisions of the Companies Act, 2013, the aforesaid resolution requires the Members' approval by way of an Ordinary Resolution.

The Board of Directors recommends the resolution set out in Item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested in the said resolution except to the extent of their shareholding in the Company.

Item No. 2:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

1. List of allottees for Preferential Allotment of Equity Shares:



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Sr. No.	Name of the proposed allottees	Name of the Ultimate Beneficial Owner	No. Equity Shares proposed to be allotted
	Category- Non Promoters		
1	Mehul Hasmukh Shah	NA	25,00,000
2	Vidhi Mehul Shah	NA	25,00,000
3	F3 Advisors Private Limited	Deep Paresh Shah/ Paresh Rasilal Shah/ Avni Paresh Shah	1,50,00,000
4	Sahastraa Advisors Private Limited	Deep Paresh Shah/ Paresh Rasilal Shah/ Avni Paresh Shah	1,50,00,000
5	Harsh Jain	NA	10,00,000
6	Babita Jain	NA	10,00,000
7	Premkumar K Seth	NA	5,00,000
8	Irfan Shaikh	NA	1,50,00,000
9	Saqib Shaikh	NA	10,00,000
10	Manish Rameshchandra Vyas	NA	50,00,000
11	Alnasir Abdulaziz Gilani	NA	6,00,000
12	Zeenat Alnasir Gilani	NA	6,00,000
13	Anisa Alnasir Gilani	NA	6,00,000
14	Anees Alnasir Gilani	NA	6,00,000
15	Meteor Balanced Portfolio Incorporated VCC Sub-Fund	Saleem Aziz Habib Al Balushi	2,50,000
16	Sandeep Upendra Mehta	NA	8,50,000
17	Megha Chirag Darji	NA	7,50,000
18	Harshit Ramanlal Darji	NA	7,50,000
19	Manesh Nanalal Dudhaiya	NA	11,00,000
20	Neeta Manesh Dudhaiya	NA	10,00,000
21	Milan Nanalal Dudhaiya	NA	2,50,000
22	Nimesh Vijay Bhide	NA	2,50,000
23	Yogeshbhai Shankar Patel	NA	2,50,000
24	Amit Sunil Zunjarrao	NA	2,50,000
25	Meghna Suresh Panchal	NA	2,50,000
26	Shlok Rathod	NA	12,50,000
27	SR Family Trust	Devika Rathod /Hira Rathod	15,00,000
28	Riken Parmar	NA	1,00,000
29	Efficiency Equipment Pvt Ltd	Anahaita Nalin Shah/Jesal Nalin Shah	5,00,000
30	Premal Shah	NA	10,50,000
31	Kuber Equity Services LLP	Premal Shah/ Keval Arvind Modi	7,50,000
32	Streamline Ventures Finance LL	Shlok Rathod/ Hardik Jain	30,00,000
33	Sunlight Homes	Hardik M Jain/ Ajit S Jain	1,00,000
34	Parimal Mehta Family Trust	Parimal Mehta	50,00,000
35	Efficient Tie-Up Pvt. Ltd.	NA	6,00,000
36	Shitalnath Consultant Pvt Ltd.	Ashok sing Bhadoriya /Ashvin Trivedi	7,00,000
37	Dakshesh Shah	NA	7,00,000
38	Dhruvin Shah	NA	5,00,000
39	Dealmoney Commodities Pvt Lt	Prabhakar Naig	50,00,000
40	Madhu Sharma	NA	10,00,000



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41	Rajendra Sharma	NA	10,00,000
42	Prakash Varadarajan HUF	Varadarajan Prakash	5,00,000
43	Kavin Vinod Shah	NA	2,00,000
44	Anil Kumar	NA	5,00,000
45	Jiten Mehta	NA	2,00,000
46	Emily Enterprises LLP	Ritu Khullar/ Shivangi Khullar	10,00,000
47	Saloni Shah	NA	5,00,000
48	Jesal Shah	NA	5,00,000
49	Bima Pay Technologies Private Limited	Saurabh Garg	5,00,000
50	Ten Eighty Investments	Aatish Sharma/ Nidhi Thakkar	5,00,000
51	Deepak Banger	NA	30,00,000
52	Vimal Chand Jain	NA	20,00,000
53	Ankit Jain	NA	1,00,000
54	Prashant Sawant	NA	2,00,000
55	Govindraj Rege	NA	10,00,000
56	Nitin Shah	NA	15,00,000
57	Aira Buildcon Private Limited	Pravesh Ramesh Jain/Darshan Satish Ghodawat	10,00,000
58	Bhishmaraj Singh	NA	1,00,000
59	Dipikaben Tapashvin Patel	NA	2,50,000
60	Soham Maniar	NA	3,00,000
61	Sania Maniar	NA	3,00,000
62	Rohan Subhash Pandit	NA	1,00,000
63	Purnima Ankit Jajoo	NA	21,00,000
64	Shankar Sharma	NA	2,00,000
65	Receding Water Resort LLP	Aditya Satish Parakh	75,00,000
66	Pratik Ramesh Gaikwad	NA	10,000
67	Siddhesh D Sighwan	NA	10,000
68	Dr. Bhujang Upendra Pai	NA	1,00,000
69	Krina Parekh	NA	50,000
70	Pradip Birewar	NA	10,00,000
71	Pankaj Commerz LLP	Balveer Singh Choudhary/ Priti Choudhary	61,00,000
72	Finsanity innovations pvt.ltd	Nayankantilal Sharma/ Rishab Kantilal Sharma/ Jeet Hitesh Dalwadi	5,00,000
73	Jay Manoj Kapadia	NA	3,00,000
74	Manoj Jaswantlal Kapadia	NA	3,00,000
75	Century Wealth Fund	Bal Krishen	10,00,000
76	Fivex Capital VCC	Veerendra Kedarnath Chandalada	10,00,000
77	Kingsman Wealth Fund PCC	Ritesh Abbi/ Mithileshsingh Soobarah/ Christopher Ludovic Quirin	10,00,000
78	North Star Opportunities Fund VCC	Ali Baqer Issam	10,00,000
79	Nexpact Limited	Saleem Aziz Habib Al Balushi	10,00,000
80	Hemant Maniar	NA	4,00,000



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81	Radiant Global Fund Class B Participating shares	Ramakant Gaund/ Nikunj Shah/ Fatheya Mohamed	1,50,000
	TOTAL		12,75,70,000

2. Objects of the issue:

The proposed issue of 12,75,70,000 (Twelve Crores Seventy Five Lakhs Seventy Thousand) **Equity Shares to Non-Promoters** on a **preferential allotment basis** is being undertaken for cash consideration. This Preferential Issue forms part of the Company's strategic capital-raising initiative aimed at strengthening its financial position to support future growth and expansion.

- i. The **primary objective** of this preferential issue is to raise further capital to meet the funding and business requirements of the Company not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores Only), including but not limited to:
 - Funding business growth and capital expenditure;
 - Supporting expansion plans, including investments in subsidiaries;
 - Making investments in promising business entities;
 - Investing in or acquiring companies to create group or associate entities;
 - Exploring new initiatives and strategic acquisitions for diversification and expansion of the business model; and
 - Providing inter-corporate loans in line with business requirements.
- ii. Additionally, up to **25% of the Issue Size**, not exceeding Rs. 35,08,17,500/- (Rupees Thirty-Five Crore, Eight Lakh Only), shall be utilized to meet **general corporate purposes**.

Broad range of proposed utilization of Issue proceeds:

Particulars	Estimated Amount to be utilised (Amount in Rs.)	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
Capital expenditure for the establishment and development of facilities dedicated to the production of green elements, including copper, aluminum, hydrogen, and their derivatives, as well as for the acquisition and/or construction of solar power plant, in accordance with the primary objectives defined under the Memorandum of Association (MOA)	25.00	Up to 24 months from the date of receipt of Funds
Working Capital	79.25	Up to 24 months from the date of receipt of Funds
General Corporate Purpose	35.08	Up to 24 months from the date of receipt of Funds
Issue Expenses**	01.00	Up to 06 months from the date of receipt of Funds
Total	140.33	



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* Any increase in Capital Expenditure to the extent of +10% will be met through Working Capital or GCP. Any reduction in Capital Expenditure to the extent of -10% will be used in Working Capital

** Any Increase in issue Expenses upto +10% will be met by GCP. Any reduction in Issue Expenses will be used in Working Capital

The allotment under the Preferential Issue is subject to the fulfilment of the conditions precedent such as receipt of in-principle approval from each of the Stock Exchanges for the Preferential Issue and approval of the Members of the Company for the Preferential Issue with requisite majority.

The amounts specified above is based on the estimates made currently, which may vary due regulatory, commercial, other developments or circumstances in future and hence there may be a deviation of +/- 10% (subject to compliance with Applicable Laws) in each of the above specified objects (except for the General Corporate Purposes) in terms of the circular issued by the National Stock Exchange of India Limited under Ref No: NSE/CML/2022/56 dated 13th December, 2022 and Notice No. 20221213-47 dated 13th December, 2022 issued by BSE Limited and If the offer is not fully subscribed, the utilization of funds will be made proportionately.

For the interim period, until the funds are utilized for the objects of the issue or after the end of the given timeline, the funds received will be deposited in bank fixed deposits and/or invested in debt mutual funds.

3. Intent of Promoters Directors / Key Management Persons / Senior Management to subscribe to the preferential issue:

None of the promoters / directors / key management personnel / senior management of the Company intend to subscribe in the proposed issue of Equity Shares.

4. Maximum number of specified securities to be issued and price of the securities:

The Company intends to issue a maximum of 12,75,70,000 equity shares of face value Re. 1/- per share at a price of Rs.11.00/- (including premium of Rs. 10.00/- per share) on preferential basis for cash consideration.

5. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr . No.	Category	Pre Preferential Issue*		Post Preferential Issue (after considering the proposed Preferential Issue of 12,75,70,000 and 24,00,00,000 equity shares to Resolution Applicant)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				
1	Indian				
	Individual & HUF	37	0	37	0
	Any Other	10,00,00,001	74.9637	34,00,00,001	67.8686
	Sub-total	10,00,00,038	74.9638	34,00,00,038	67.8686



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2	Foreign Promoters	0	0	0	0
	Sub-total (A)	10,00,00,038	74.9638	34,00,00,038	67.8687
B	Non-promoters' holding				
	Institutional investors	0	0	0	0
	Non-institution	4932	0.003697	4932	0.00
	Body Corporates	3,16,33,807	23.7128	7,04,33,807	14.0600
	Indian public	15,76,973	1.1836	5,79,96,973	11.5773
	(Others (including HUF, NRIs, LLP, Clearing members, Trusts, etc))	1,82,064	0.1364	3,25,32,064	6.4940
	Sub-total (B)	3,33,97,776	25.0362	16,09,67,776	32.1313
C	Non Promoter & Non Public (C)	0	0	0	0
D	GRAND TOTAL (D)= (A)+(B)+(C)	13,33,97,814	100	50,09,67,814	100
*As on 07th November, 2025					

*Pre preferential shareholding is as of 7th November 2025.

6. Proposed time within which the preferential issue shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra-Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

7. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the proposed Allottees	Name of the ultimate beneficial owner	Pre Issue		Number of Shares proposed to be allotted	Post Issue	
			No. of Shares	(%) of holding		No. of Shares	Percentage holding (%)
	Category- Non Promoters						
1	Mehul Hasmukh Shah	NA	0	0	25,00,000	25,00,000	0.499
2	Vidhi Mehul Shah	NA	0	0	25,00,000	25,00,000	0.499
3	F3 Advisors Private Limited	Deep Paresh Shah/ Paresh Rasilal Shah/ Avni Paresh Shah	0	0	1,50,00,000	1,50,00,000	2.994



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4	Sahastraa Advisors Private Limited	Deep Paresh Shah/ Paresh Rasilal Shah/ Avni Paresh Shah	0	0	1,50,00,000	1,50,00,000	2.994
5	Harsh Jain	NA	0	0	10,00,000	10,00,000	0.200
6	Babita Jain	NA	0	0	10,00,000	10,00,000	0.200
7	Premkumar K Seth	NA	0	0	5,00,000	5,00,000	0.100
8	Irfan Shaikh	Na	330"	0.00	1,50,00,000	1,50,00,330	2.994
9	Saqib Shaikh	Na	0	0	10,00,000	10,00,000	0.200
10	Manish Rameshchandra Vyas	Na	0	0	50,00,000	50,00,000	0.998
11	Alnasir Abdulaziz Gilani	Na	0	0	6,00,000	6,00,000	0.120
12	Zeenat Alnasir Gilani	Na	0	0	6,00,000	6,00,000	0.120
13	Anisa Alnasir Gilani	Na	0	0	6,00,000	6,00,000	0.120
14	Anees Alnasir Gilani	Na	0	0	6,00,000	6,00,000	0.120
15	Meteor Balanced Portfolio Incorporated VCC Sub-Fund	Saleem Aziz Habib Al Balushi	0	0	2,50,000	2,50,000	0.050
16	Sandeep Upendra Mehta	NA	0	0	8,50,000	8,50,000	0.170
17	Megha Chirag Darji	NA	0	0	7,50,000	7,50,000	0.150
18	Harshit Ramanlal Darji	NA	0	0	7,50,000	7,50,000	0.150
19	Manesh Nanalal Dudhaiya	NA	0	0	11,00,000	11,00,000	0.220
20	Neeta Manesh Dudhaiya	NA	0	0	10,00,000	10,00,000	0.200
21	Milan Nanalal Dudhaiya	NA	0	0	2,50,000	2,50,000	0.050
22	Nimesh Vijay Bhinde	NA	0	0	2,50,000	2,50,000	0.050
23	Yogeshbhai Shankar Patel	NA	0	0	2,50,000	2,50,000	0.050
24	Amit Sunil Zunjarrao	NA	0	0	2,50,000	2,50,000	0.050
25	Meghna Suresh Panchal	NA	0	0	2,50,000	2,50,000	0.050
26	Shlok Rathod	NA	0	0	12,50,000	12,50,000	0.250



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27	SR Family Trust	Devika Rathod /Hira Rathod	0	0	15,00,000	15,00,000	0.299
28	Riken Parmar	NA	0	0	1,00,000	1,00,000	0.020
29	Efficiency Equipment Pvt Ltd	Anahaita Nalin Shah/Jesal Nalin Shah	0	0	5,00,000	5,00,000	0.100
30	Premal Shah	NA	0	0	10,50,000	10,50,000	0.210
31	Kuber Equity Services LLP	Premal Shah/ Keval Arvind Modi	0	0	7,50,000	7,50,000	0.150
32	Streamline Ventures Finance LLP	Shlok Rathod/ Hardik Jain	0	0	30,00,000	30,00,000	0.599
33	Sunlight Homes	Hardik M Jain/ Ajit S Jain	0	0	1,00,000	1,00,000	0.020
34	Parimal Mehta Family Trust	Parimal Mehta	0	0	50,00,000	50,00,000	0.998
35	Efficient Tie-Up Pvt. Ltd.	NA	0	0	6,00,000	6,00,000	0.120
36	Shitalnath Consultant Pvt Ltd.	Ashok sing Bhadoriya /Ashvin Trivedi	0	0	7,00,000	7,00,000	0.140
37	Dakshesh Shah	NA	0	0	7,00,000	7,00,000	0.140
38	Dhruvin Shah	NA	0	0	5,00,000	5,00,000	0.100
39	Dealmoney Commodities Pvt Ltd	Prabhakar Naig	0	0	50,00,000	50,00,000	0.998
40	Madhu Sharma	NA	0	0	10,00,000	10,00,000	0.200
41	Rajendra Sharma	NA	0	0	10,00,000	10,00,000	0.200
42	Prakash Varadarajan HUF	Varadarajan Prakash	0	0	5,00,000	5,00,000	0.100
43	Kavin Vinod Shah	NA	0	0	2,00,000	2,00,000	0.040
44	Anil Kumar	NA	0	0	5,00,000	5,00,000	0.100
45	Jiten Mehta	NA	0	0	2,00,000	2,00,000	0.040
46	Emily Enterprises LLP	Ritu Khullar/ Shivangi Khullar	0	0	10,00,000	10,00,000	0.200
47	Saloni Shah	NA	0	0	5,00,000	5,00,000	0.100
48	Jesal Shah	NA	0	0	5,00,000	5,00,000	0.100



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49	Bima Pay Technologies Private Limited	Saurabh Garg	0	0	5,00,000	5,00,000	0.100
50	Ten Eighty Investments	Aatish Sharma/ Nidhi Thakkar	0	0	5,00,000	5,00,000	0.100
51	Deepak Banger	NA	9	0	30,00,000	30,00,009	0.599
52	Vimal Chand Jain	NA	0	0	20,00,000	20,00,000	0.399
53	Ankit Jain	NA	0	0	1,00,000	1,00,000	0.020
54	Prashant Sawant	NA	0	0	2,00,000	2,00,000	0.040
55	Govindraaj Rege	NA	0	0	10,00,000	10,00,000	0.200
56	Nitin Shah	NA	0	0	15,00,000	15,00,000	0.299
57	Aira Buildcon Private Limited	Pravesh Ramesh Jain/Darshan Satish Ghodawat	0	0	10,00,000	10,00,000	0.200
58	Bhishmaraj Singh	NA	0	0	1,00,000	1,00,000	0.020
59	Dipikaben Tapashvin Patel	NA	0	0	2,50,000	2,50,000	0.050
60	Soham Maniar	NA	0	0	3,00,000	3,00,000	0.060
61	Sania Maniar	NA	0	0	3,00,000	3,00,000	0.060
62	Rohan Subhash Pandit	NA	0	0	1,00,000	1,00,000	0.020
63	Purnima Ankit Jajoo	NA	0	0	21,00,000	21,00,000	0.419
64	Shankar Sharma	NA	0	0	2,00,000	2,00,000	0.040
65	Receding Water Resort LLP	Aditya Satish Parakh	0	0	75,00,000	75,00,000	1.497
66	Pratik Ramesh Gaikwad	NA	0	0	10,000	10,000	0.002
67	Siddhesh D Sighwan	NA	0	0	10,000	10,000	0.002
68	Dr. Bhujang Upendra Pai	NA	0	0	1,00,000	1,00,000	0.020
69	Krina Parekh	NA	0	0	50,000	50,000	0.010
70	Pradip Birewar	NA	0	0	10,00,000	10,00,000	0.200



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71	Pankaj Commerz LLP	Balveer Singh Choudhary/ Priti Choudhary	0	0	61,00,000	61,00,000	1.217
72	Finsanity innovations pvt.ltd	Nayankantilal Sharma/ Rishab Kantilal Sharma/ Jeet Hitesh Dalwadi	0	0	5,00,000	5,00,000	0.100
73	Jay Manoj Kapadia	NA	0	0	3,00,000	3,00,000	0.060
74	Manoj Jaswantlal Kapadia	NA	0	0	3,00,000	3,00,000	0.060
75	Century Wealth Fund	Bal Krishen	0	0	10,00,000	10,00,000	0.200
76	Fivex Capital VCC	Veerendra Kedarnath Chandalada	0	0	10,00,000	10,00,000	0.200
77	Kingsman Wealth Fund PCC	Ritesh Abbi/ Mithilesh singh Soobarah/ Christopher Ludovic Quirin	0	0	10,00,000	10,00,000	0.200
78	North Star Opportunities Fund VCC	Ali Baqer Issam	0	0	10,00,000	10,00,000	0.200
79	Nexpact Limited	Saleem Aziz Habib Al Balushi	0	0	10,00,000	10,00,000	0.200
80	Hemant Maniar	NA	0	0	4,00,000	4,00,000	0.080
81	Radiant Global Fund Class B Participating shares	Ramakant Gaund/ Nikunj Shah/ Fatheya Mohamed	0	0	1,50,000	1,50,000	0.030
Total					12,75,70,000	12,75,70,339	25.46

8. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Regulation 167 of Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

9. Change in the control, if any:

There will neither be any change in the composition of the Board / Management nor any change in the control of the company on account of the proposed preferential allotment of equity shares. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

10. Price of the issue:

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A] The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (referred to as “Stock Exchange”). The Equity Shares of the Company are infrequently traded as per Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 and 166A of Chapter V of SEBI (ICDR) Regulations, 2018.

B] As required under Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018, the Valuation of Equity Shares has been done by Mr. Bhavin Hinger, IBBI Registered Valuer being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/12568) using accepted valuation practices vide Valuation Report dated November 03, 2025. Accordingly, the Fair Value of Equity Shares is Rs. 9.78/- per share. The Valuation Report so obtained from the Independent Registered Valuer is placed on the website of the Company www.ujaas.com under “Investor Relation” tab and can be accessed through the following link: <https://www.ujaas.com/wp-content/uploads/2017/07/Valuation-Report-for-proposed-Preferential-Issue-of-the-company.pdf>

C] After due consideration of all aspects relating to the proposed preferential issue, including valuation, pricing, control implications, and compliance with the approved Resolution Plan, the Committee, comprising all the Independent Directors, hereby records its reasoned recommendation as below, which has been unanimously approved by all the Independent Directors of the Company in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

“The Committee of Independent Directors / Nomination and Remuneration Committee, having reviewed the proposed preferential issue, the valuation report, and all relevant documents, hereby recommends the preferential issue of equity shares to the proposed allottees, as set out above, for approval by the shareholders.”

D] Method of determination of price as per the Articles of Association of the Company – *“Notwithstanding anything contained in sub – clause (I) thereof, the further shares aforesaid may be offered to any person (where or not those persons include the persons referred to in clause (a) of sub – clause (1) hereof in any manner either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a Registered Valuer subject to such condition prescribed in the rules made thereunder. ”*

11. Name and the address of Valuer who performed valuation- The Valuation of Equity Shares has been done Mr. Bhavin Hinger, IBBI Registered Valuer being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/12568) having its office at 612-613, 6th floor, the Lenore, Near Naveli Hospital, New City Light Road, Surat-395017.

12. Relevant Date:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares to be issued and allotted with reference to the proposed allotment is Friday, 31st October, 2025.

13. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares is made to Individuals, Bodies Corporate, Funds, Trusts, Limited Liability Partnership, Hindu Undivided Family, Firm, etc belonging to Non-Promoters category.

14. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-	Proposed status of the allottees post the preferential issue namely promoter or
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		promoter	non-promoter
1	Mehul Hasmukh Shah	Non- Promoter	Non- Promoter
2	Vidhi Mehul Shah	Non- Promoter	Non- Promoter
3	F3 Advisors Private Limited	Non- Promoter	Non- Promoter
4	Sahastra Advisors Private Limited	Non- Promoter	Non- Promoter
5	Harsh Jain	Non- Promoter	Non- Promoter
6	Babita Jain	Non- Promoter	Non- Promoter
7	Premkumar K Seth	Non- Promoter	Non- Promoter
8	Irfan Shaikh	Non- Promoter	Non- Promoter
9	Saqib Shaikh	Non- Promoter	Non- Promoter
10	Manish Rameshchandra Vyas	Non- Promoter	Non- Promoter
11	Alnasir Abdulaziz Gilani	Non- Promoter	Non- Promoter
12	Zeenat Alnasir Gilani	Non- Promoter	Non- Promoter
13	Anisa Alnasir Gilani	Non- Promoter	Non- Promoter
14	Anees Alnasir Gilani	Non- Promoter	Non- Promoter
15	Meteor Balanced Portfolio Incorporated VCC Sub-Fund	Non- Promoter	Non- Promoter
16	Sandeep Upendra Mehta	Non- Promoter	Non- Promoter
17	Megha Chirag Darji	Non- Promoter	Non- Promoter
18	Harshit Ramanlal Darji	Non- Promoter	Non- Promoter
19	Manesh Nanalal Dudhaiya	Non- Promoter	Non- Promoter
20	Neeta Manesh Dudhaiya	Non- Promoter	Non- Promoter
21	Milan Nanalal Dudhaiya	Non- Promoter	Non- Promoter
22	Nimesh Vijay Bhinde	Non- Promoter	Non- Promoter
23	Yogeshbhai Shankar Patel	Non- Promoter	Non- Promoter
24	Amit Sunil Zunjarrao	Non- Promoter	Non- Promoter
25	Meghna Suresh Panchal	Non- Promoter	Non- Promoter
26	Shlok Rathod	Non- Promoter	Non- Promoter
27	SR Family Trust	Non- Promoter	Non- Promoter
28	Riken Parmar	Non- Promoter	Non- Promoter
29	Efficiency Equipment Pvt Ltd	Non- Promoter	Non- Promoter
30	Premal Shah	Non- Promoter	Non- Promoter
31	Kuber Equity Services LLP	Non- Promoter	Non- Promoter
32	Streamline Ventures Finance LLP	Non- Promoter	Non- Promoter
33	Sunlight Homes	Non- Promoter	Non- Promoter
34	Parimal Mehta Family Trust	Non- Promoter	Non- Promoter
35	Efficient Tie-Up Pvt. Ltd.	Non- Promoter	Non- Promoter
36	Shitalnath Consultant Pvt Ltd.	Non- Promoter	Non- Promoter
37	Dakshesh Shah	Non- Promoter	Non- Promoter
38	Dhruvin Shah	Non- Promoter	Non- Promoter
39	Dealmoney Commodities Pvt Ltd	Non- Promoter	Non- Promoter
40	Madhu Sharma	Non- Promoter	Non- Promoter
41	Rajendra Sharma	Non- Promoter	Non- Promoter
42	Prakash Varadarajan HUF	Non- Promoter	Non- Promoter
43	Kavin Vinod Shah	Non- Promoter	Non- Promoter
44	Anil Kumar	Non- Promoter	Non- Promoter
45	Jiten Mehta	Non- Promoter	Non- Promoter
46	Emily Enterprises LLP	Non- Promoter	Non- Promoter
47	Saloni Shah	Non- Promoter	Non- Promoter
48	Jesal Shah	Non- Promoter	Non- Promoter
49	Bima Pay Technologies Private Limited	Non- Promoter	Non- Promoter



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50	Ten Eighty Investments	Non- Promoter	Non- Promoter
51	Deepak Banger	Non- Promoter	Non- Promoter
52	Vimal Chand Jain	Non- Promoter	Non- Promoter
53	Ankit Jain	Non- Promoter	Non- Promoter
54	Prashant Sawant	Non- Promoter	Non- Promoter
55	Govindraj Rege	Non- Promoter	Non- Promoter
56	Nitin Shah	Non- Promoter	Non- Promoter
57	Aira Buildcon Private Limited	Non- Promoter	Non- Promoter
58	Bhishmaraj Singh	Non- Promoter	Non- Promoter
59	Dipikaben Tapashvin Patel	Non- Promoter	Non- Promoter
60	Soham Maniar	Non- Promoter	Non- Promoter
61	Sania Maniar	Non- Promoter	Non- Promoter
62	Rohan Subhash Pandit	Non- Promoter	Non- Promoter
63	Purnima Ankit Jajoo	Non- Promoter	Non- Promoter
64	Shankar Sharma	Non- Promoter	Non- Promoter
65	Receding Water Resort LLP	Non- Promoter	Non- Promoter
66	Pratik Ramesh Gaikwad	Non- Promoter	Non- Promoter
67	Siddhesh D Sighwan	Non- Promoter	Non- Promoter
68	Dr. Bhujang Upendra Pai	Non- Promoter	Non- Promoter
69	Krina Parekh	Non- Promoter	Non- Promoter
70	Pradip Birewar	Non- Promoter	Non- Promoter
71	Pankaj Commerz LLP	Non- Promoter	Non- Promoter
72	Finsanity innovations pvt.ltd	Non- Promoter	Non- Promoter
73	Jay Manoj Kapadia	Non- Promoter	Non- Promoter
74	Manoj Jaswantlal Kapadia	Non- Promoter	Non- Promoter
75	Century Wealth Fund	Non- Promoter	Non- Promoter
76	Fivex Capital VCC	Non- Promoter	Non- Promoter
77	Kingsman Wealth Fund PCC	Non- Promoter	Non- Promoter
78	North Star Opportunities Fund VCC	Non- Promoter	Non- Promoter
79	Nexpact Limited	Non- Promoter	Non- Promoter
80	Hemant Maniar	Non- Promoter	Non- Promoter
81	Radiant Global Fund Class B Participating shares	Non- Promoter	Non- Promoter

15. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2025 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable, as the proposed allotment is made for Cash consideration.

17. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Ashish Karodia (CP No. 6375, membership no. F6549) of M/s. Ashish Karodia & Co., Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the Chapter V of SEBI ICDR Regulations shall be available for inspection at the registered office of the Company between 11.00 A.M. and 5.00 P.M. on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till the last date of remote e-voting. Further, a copy of the Compliance Certificate is also available on the website of the

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Company www.ujaas.com under the “Investor Relation” tab and can be accessed through the following link:
<https://www.ujaas.com/wp-content/uploads/2017/07/Certificate-from-PCS-regarding-proposed-Preferential-Issue.pdf>

18. Undertakings

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

19. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

20. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of 12,75,70,000 Equity Shares of Face Value of Re.1/- each at an issue price of Rs. 11/- each including premium of Rs. 10/- each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 3rd November, 2025.

21. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs.140,32,70,000 by way of Preferential Issue of 12,75,70,000 Equity Shares.

22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

23. Principle terms of assets charged as securities: Not Applicable**24. Monitoring of utilization of funds:**

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Since the proceeds from the Issue are more than Rs. 100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 a SEBI registered external credit rating agency M/s Crisil Ratings Limited has been appointed as Monitoring Agency to monitor the use of proceeds of this preferential issue.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company between 11.00 A.M. and 5.00 P.M. on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till the last date of remote e- voting.

The Board recommends the Special Resolution set out at Item No. 02 of the Notice for approval of Members.

Item No. 3:

The Hon'ble **National Company Law Tribunal, Indore Bench ("NCLT")**, vide its **Order dated October 13, 2023**, approved the **Resolution Plan** submitted jointly by **SVA Family Welfare Trust** and **M&B Switchgears Limited** for the acquisition and revival of the Company under the provisions of the **Insolvency and Bankruptcy Code, 2016 ("IBC")**.

In accordance with the approved Resolution Plan, the Company has issued and allotted **24,00,00,000 (Twenty-Four Crore)** fully paid-up equity shares of face value ₹1/- each, aggregating to ₹24,00,00,000 (Rupees Twenty-Four Crore Only), to **SVA Family Welfare Trust**, against the conversion of the Resolution Applicant Loan of an equivalent amount.

The said issuance and allotment of equity shares have been effected by the Board of Directors of the Company **pursuant to and in compliance with the NCLT-approved Resolution Plan**. Accordingly, **no specific approval of the shareholders** is required under the provisions of the Companies Act, 2013, or any other applicable law for this issuance, since it arises out of a judicial direction.

However, in keeping with the principles of good governance, transparency, and disclosure, the Board has decided to place the matter before the members of the Company for their information and noting.

Further, the Company is required to comply with the **Minimum Public Shareholding (MPS)** norms prescribed under **Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")**. Accordingly, the said allotment of equity shares to **SVA Family Welfare Trust**, being a promoter group entity, shall remain **subject to the successful completion of the issuance and allotment of equity shares to non-promoters**, to ensure compliance with the MPS requirements. The Board shall take all necessary steps and actions to achieve and maintain the prescribed level of public shareholding as per SEBI and stock exchange guidelines.

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

Accordingly, the members are requested **to take note of the issuance and allotment of 24,00,00,000 equity shares of ₹1/- each to SVA Family Welfare Trust pursuant to the NCLT-approved Resolution Plan**.



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**By order of Board of Directors
For Ujaas Energy Limited**

Sd/-

**Sarvesh Diwan
(Company Secretary & Compliance Officer)**

Date: 07-11-2025

Place: Indore



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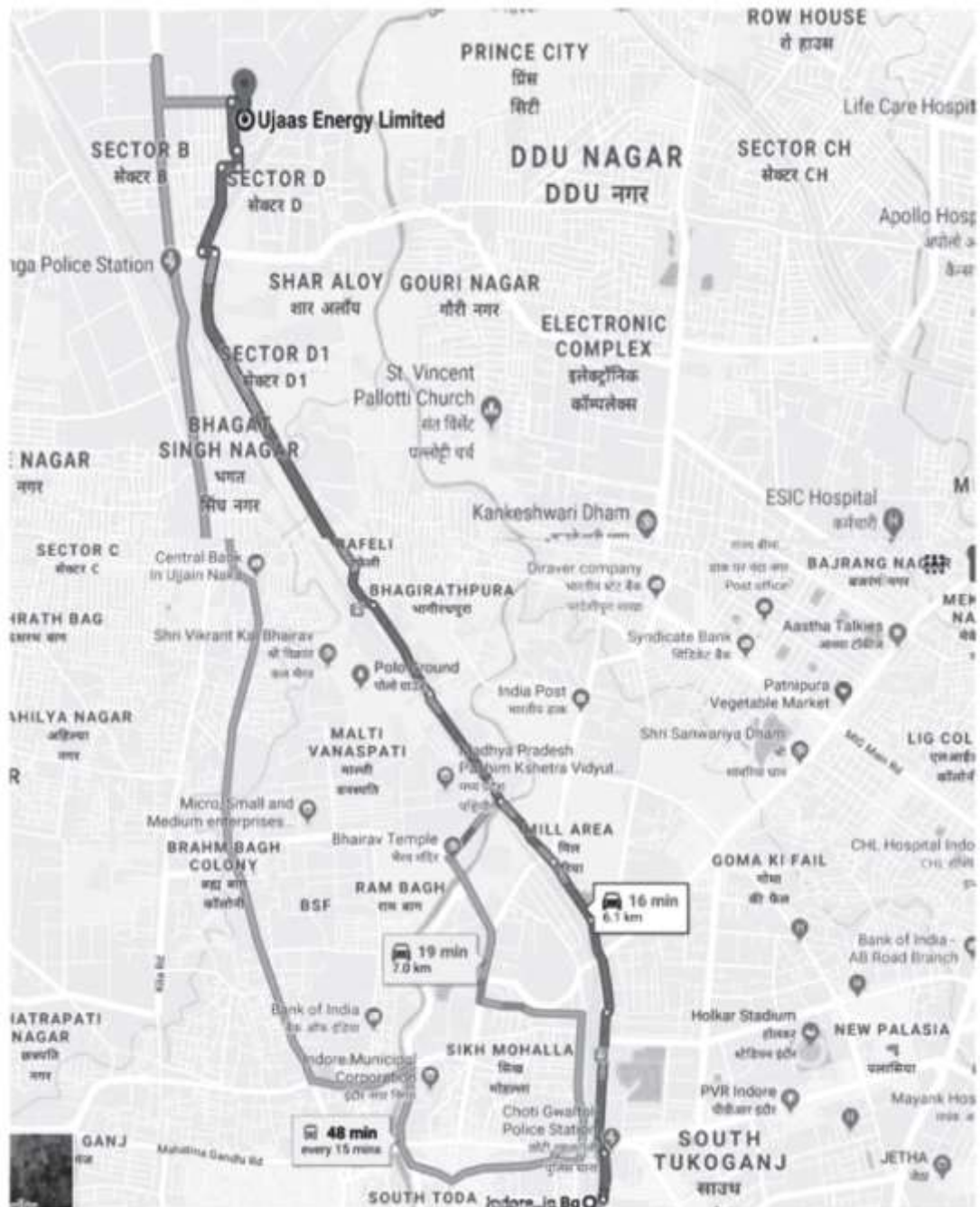
Website: www.ujaas.com | Email: info@ujaas.com

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ROUTE MAP TO UJAAS ENERGY LIMITED

Survey No. 211/1, Opposite Sector-C and Metalman,

Sanwer Road Industrial Area, Indore 452015 (MP)



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

ATTENDANCE SLIP

(Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.)

Folio No./DP ID- Client ID	
Name and Address of the Shareholder [in BLOCK LETTERS]	
No. of Shares held:	
Name of Proxy (if any) [in BLOCK LETTERS]	

We/I hereby record my presence at an Extra-Ordinary General Meeting of the Company on, Monday, 01st Day of December 2025 at 11:30 A.M. at Survey no. 211/1, Opp. Sector C Metalman, Sanwer Road Industrial Area, Indore- 452015

Signature of the Shareholder/Proxy/Representative

ELECTRONIC VOTING PARTICULARS

EVSN [e-voting Sequence Number]	User Id	Password

Notes:

1. Please read the instructions given in the Notice of the Extra-Ordinary General Meeting carefully before voting electronically.
2. The Remote e-Voting Period Commences on Friday 28th November 2025 [09:00 A.M.] and ends on Sunday 30th November 2025 [5:00 P.M.]
3. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.

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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 an **Extra-Ordinary General Meeting** of the Company, to be held on **Monday, 01st December, 2025 at 11:30 a.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 increase authorised share capital of the company and to alter capital clause of memorandum of association of the company.		
2.	Issuance of 12,75,70,000 equity shares on preferential basis to persons belonging to the non-promoter category.		
3.	Noting of issuance and allotment of equity shares upon conversion of the resolution applicant(RA) loan. <i>* Please note that this resolution does not require approval from the shareholders, as it is pursuant to the resolution plan approved by the Hon'ble NCLT, Indore Bench, on October 13, 2023. It is being placed before the shareholders only for their noting.</i>	Not Applicable*	

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2025

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 Revenu e stamp
