

**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

19.09.2025

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

Subject: Intimation of Adjournment of 26th Annual General Meeting of the Company.

Dear Sir/Madam,

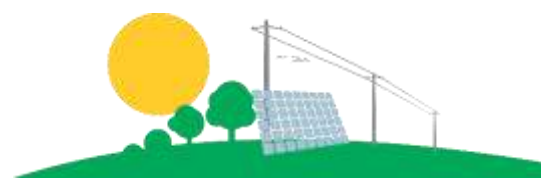
With reference to our letter dated 26th August 2025 and Pursuant to provisions of Section 103 of the Companies Act, 2013 read with Rules made there under and also in compliance with Secretarial Standards and SEBI (LODR) Regulations, 2015, we wish to inform you that the 26th Annual General Meeting (“AGM”) of Ujaas Energy Limited (“the company”) was scheduled to be held on Friday, 19th September, 2025 at 03:30 pm at the Registered Office of the Company through physical presence to transact the business listed in the notice dated 26th August 2025 convening the AGM. However, due to lack of quorum required, the said AGM has been adjourned, and now the adjourned AGM will be held on Friday, 26th September 2025 at 03:30 pm at the Registered Office of the Company through physical presence to transact the business listed in the same Notice convening the AGM.

The Company is in the process of publishing a notice of the adjourned AGM in the newspaper, as an intimation to all shareholders.

You are requested to kindly take the above on record and do the needful.

**Thanking you,
For Ujaas Energy Limited**

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



**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

NOTICE OF ADJOURNED 26th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Sixth (26th) Annual General Meeting of the Members of UJAAS ENERGY LIMITED, which was originally convened on Friday, the 19th day of September, 2025 at 03:30 p.m. at the Registered Office of the Company, was adjourned due to lack of quorum.

The adjourned meeting will now be held on Friday, the 26th day of September, 2025 at 03:30 p.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:

ORDINARY BUSINESS:

1. TO ADOPT AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON:

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended as on 31st March 2025, along with the reports of Board of Directors and the Auditors thereon.

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. TO APPOINT A DIRECTOR IN PLACE OF THE ONE RETIRING BY ROTATION:

To appoint a director in place of Mr. Shyamsunder Mundra (DIN: 00113199), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shyamsunder Mundra (DIN: 00113199), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. APPOINTMENT OF M/S ASHISH KARODIA & CO. PRACTICING COMPANY SECRETARY (C.P. 6375), INDORE AS A SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 till FY 2029-2030.

**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

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and as per guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and any other statutory or regulatory authorities and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s Ashish Karodia & Co., Practicing Company Secretary (C.P. 6375), Indore be and is hereby appointed as Secretarial auditor of the company to conduct Secretarial audit of the company for the period of five consecutive years commencing from FY 2025-26 till FY 2029-2030.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.

4. AMENDMENT OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

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

1). by inserting a new clause after the existing sub-clause 31 of Ancillary objects under Clause III of the Memorandum of Association of the Company:

- *“To set up facilities for generation of power for captive consumption of the company whether from conventional sources such as thermal, hydel, nuclear or from non- conventional sources such as tide wind, solar, geo-thermal etc including operation/maintenance of facilities for generation and distribution of all forms of energy.”*

**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

2). by altering the existing sub-clause 4 under Clause III(A) of the Memorandum of Association of the Company:

“manufacturing, producing, processing, converting, importing, exporting, trading, buying, selling, distributing, stocking, supplying or otherwise dealing in

- a) *Electric Vehicle i.e., two, three, four and multi wheeler including Electric bicycle, E-cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through Solar Energy or Electricity generated through any renewable / non-renewable source of Power and*
- b) *Spare Parts thereof inclusive of any equipment (like motors, controllers, Power trains, Batteries or any advanced energy storage devices like lithium ion battery, super capacitors, fly wheel, GPS systems and its variants which can store energy in form of Electrical, Chemical and Mechanical form like battery, capacitor, fly wheel, & its variants and*
- c) *to carry out such activities primarily by using green, renewable, or sustainable energy sources, including the captive consumption of its own energy sources, and to engage in the manufacturing, processing, trading, buying, selling, distribution, stocking, or otherwise dealing in metals and metallic parts (including, but not limited to, copper, aluminum, steel, iron, etc.), and non-metallic materials (including, but not limited to, glass, plastic, polymers, lab-grown diamonds, etc.), all in furtherance of its power and energy objectives.*

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

5. ALTERATION OF THE ARTICLES OF ASSOCIATION BY INSERT A NEW CLAUSE AND IN THIS REGARD TO CONSIDER AND, TO PASS, THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and as per guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association (AOA) of the

**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

Company by inserting the following new Clause 186 under the head “OTHERS” after the existing sub-clause (b) of Clause 185 under the head “SECRECY” of the Articles of Association of the Company:

- *“For the purpose of interpreting the meaning under the Electricity Rules 2005 as issued by the Madhya Pradesh Electricity Regulatory Commission concerning Captive Generating Plants (CGPs) The Project means the solar plant which shall operate a captive solar energy generation system (the Solar Plant) exclusively for its own consumption in accordance with applicable laws and regulations. The electricity generated by the Solar Plant will be used solely for the Companies internal purposes with any excess electricity Potentially exported to the grid or sold to a utility provider subject to applicable regulations. The Company shall ensure compliance with all relevant permits licenses and regulatory requirements and maintain the Solar Plant in accordance with industry standards. The Solar Plant shall remain the property of the Company with the Company solely responsible for its installation operation maintenance and associated costs and liabilities.”*

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

6. TO APPROVE ISSUE OF BONUS SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, relevant provisions of Memorandum and Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals as may be required in this regard, approval of the members be and is hereby accorded to capitalize a sum not exceeding Rs. 2,22,65,184 /- (Approx.) (Rupees Two Crore. Twenty Two Lakh Sixty Five Thousand One Hundred Eighty Four Rupees Only) or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of free reserves and/or the securities premium account of the Company, for the purpose of issuance of bonus fully paid equity shares to the public shareholders other than promoters and promoter group(s) of the Company in the proportion of 2:1 i.e. 02 (Two) New fully paid equity shares for every 01 (One) existing equity shares held such date as may be

**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

fixed by the board for this purpose ('Record Date') in order to comply with the minimum public shareholding requirement (MPS) and the new bonus share issued and allotted shall, for all purposes, be treated as an increase in the paid-up Share Capital of the Company held by each such member, and not as income;

RESOLVED FURTHER THAT the Board of Directors confirm with reference to the issue of bonus shares that:

- The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes Pari passu with the existing equity shares of the Company.
- The Bonus shares have not been issued in lieu of dividend or out of reserves created by the revaluation of assets.
- The Company is authorized by the Article to issue bonus shares, as being proposed in the resolution.
- There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- The Company has not defaulted in payment of statutory dues of employees such as contribution to PF, gratuity and bonus.”

RESOLVED FURTHER THAT pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares shall be issued and allotted only to such eligible equity shareholders except promoters and promoter group whose entire holding in the Company are in demat form and shall be credited in electronic form to the allottees;

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, if applicable and as may be necessary;

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

**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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Blue River Finvest Private Limited a related party, respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm’s length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised severally to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

8. TO APPROVAL OF ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S

**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

185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount **Rs. 25 Crore** (Twenty-Five Crore Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

9. TO OFFER, CREATE, ISSUE AND ALLOT SECURITIES UP TO AN AGGREGATE AMOUNT OF ` 500 CRORES.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules made there under (including any amendments thereto or re-enactment thereof) and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI ICDR Regulations), as amended from time to time and subject to all the other Rules, Regulations, Guidelines, Notifications and Circulars prescribed by the Securities and Exchange Board of India (“SEBI”), the applicable provisions of the Foreign Exchange Management Act, 1999 as amended (“FEMA”), and regulations made thereunder including the Foreign

**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

Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. and in accordance with the applicable regulations and/ or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, consents, permissions and/or sanctions as may be necessary from the Government of India (“GOI”), of the Securities and Exchange Board of India, the Stock Exchanges, the Foreign Investment Promotion Board, the Reserve Bank of India, the Ministry of Finance, the Ministry of Industry, the Ministry of Commerce and such other ministries / departments of the Government of India, and all such other authorities or institutions as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, as may be agreed to by the Board of Directors of the Company (the Board, which term shall be deemed to include the Management Committee of the Board constituted or any other committee which may be constituted to exercise its powers including the powers conferred hereunder), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, create, issue and allot (including any provisions for allotment on firm/competitive basis as may be permitted) from time to time, in one or more tranches, in the course of domestic/international offerings, with or without an over-allotment option, whether rupee denominated or denominated in foreign currency, such number of equity shares, non-convertible debentures, convertible debentures, Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), convertible warrants or any other instrument convertible into any class of equity shares or any combination thereof through Further Public Offer, Right Issue, Preferential Offer, Private Placement or through Commercial paper as may be deemed fit by the Board in one or more tranches, to all eligible investors including but not limited to members, promoters, directors or their relatives/associates, Indian public, Body Corporate, employees, Qualified Institutional Buyers, Mutual Funds, Venture Capital Funds, Banks and other institutional investors, Non- Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors, Foreign Venture Capital Investors, Foreign Nationals, etc up to an aggregate amount of Rs.500 crores (or equivalent thereof in one or more foreign currency), inclusive of premium of such issue and allotment of securities may be made in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board at the time of the issue and allotment of such securities and such Securities may be issued at a discount of upto 5% (or more as may be prescribed under SEBI Regulations), on the price determined in accordance with the pricing formula.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion or exchange of the Securities as may be necessary in accordance with the terms of the offering, all such shares ranking pari passu with the existing equity shares of the Company in all respects including dividend and the equity

**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

shares / Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

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

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

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

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed, subject to applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, escrow banks, trustees, bankers, advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and

**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

also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with Lead Manager(s) and to seek the listing of such securities.”

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities or in any other form whatsoever, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.1000 crore (Rupees One Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the

**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

Company does not exceed a sum of Rs.1000 Crore (Rupees One Thousand Crores Only).

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

11. AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV *“The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”*

12. AMENDMENT TO THE TERMS OF APPOINTMENT OF MR. SHYAMSUNDER MUNDRA

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

“RESOLVED THAT pursuant the provisions of Section 152, 196, 197 read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as recommended by Board of Directors of the Company at its meeting held on August 26 2025, the terms of appointment of Mr. Shyamsunder Mundra (DIN: 00113199), who was appointed as Executive Chairman & Managing Director of the Company for a term of five years with effect from 24 October, 2023 and whose office was liable to retire by rotation are hereby amended and he shall not be liable to retire by rotation with effect from the passing of resolution by the members in its meeting and all other terms and conditions of his appointment will however remain same (as mentioned in the explanatory statement forming part of this notice) to the extent approved by the shareholders of the Company.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect

**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

to the aforesaid resolution.”

Regd. Office

Survey No. 211/1, Opp. Sector- C & Metalman,
Sanwer Road Industrial Area, Indore- 452015. (M.P.)

Tel.: 0731-4673788 | Fax: 0731-4715344|

Website: www.ujaas.com | E-mail: info@ujaas.com

Indore, 19.09.2025

By the order of board of directors

Sd/-

Sarvesh Diwan

M. No. A70139

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THE POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of Members not exceeding 50(fifty) in number and holding in aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the meeting.
2. Proxy form duly stamped and executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting. Proxy form for the AGM is enclosed.
3. The Members/Representative/ Proxy(s) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the above notice and explanatory statement are available for inspection at the registered office of the Company on all working days (except Saturday, Sundays and Public holidays) during working hours upto the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

**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

8. The copy of the Notice along with the Annual Report is being sent through electronic mode to all the members whose email address are registered with the Company/Depository Participants(s).
9. The Hon'ble National Company Law Tribunal, ("NCLT"), had vide its order dated September 17, 2020 admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of Ujaas Energy Limited ("Company") ("Admission Order") in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time ("Code").

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

EXPLANATORY STATEMENT

ITEM NO. 03: APPOINTMENT OF M/S ASHISH KARODIA & CO. PRACTICING COMPANY SECRETARY (C.P. 6375), INDORE AS A SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 till FY 2029-2030.

As per the provisions of the Companies Act, 2013, and the rules framed thereunder, along with the guidelines issued by the Securities and Exchange Board of India (SEBI), it is mandatory for listed companies to appoint a Secretarial Auditor to conduct a secretarial audit for each financial year. In this regard, and pursuant to SEBI's guidelines for the appointment of Secretarial Auditors for a maximum period of five consecutive years, the Board of Directors, upon the recommendation of the Audit Committee, has proposed the appointment of M/s Ashish Karodia & Co., Practicing Company Secretary (C.P. 6375), Indore, as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the financial year 2025-26 till 2029-30.

M/s Ashish Karodia & Co. has the requisite qualifications and experience to conduct the Secretarial Audit, and the proposed appointment is for a period of **five consecutive years**, commencing from the financial year 2025-26 to 2029-30.

The Secretarial Auditor shall conduct a comprehensive audit of the Company's compliance with applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (SEBI) regulations, the Ministry of Corporate Affairs (MCA) guidelines, and other statutory and regulatory requirements that may be applicable to the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives have any concern or interest, financial or otherwise, in the resolution set out at Item No. 3.



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

The Board recommends the resolution for approval by the Members of the Company.

ITEM NO. 04: TO APPROVE ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY.

Alteration to Clause III (Ancillary Object Clause)

The Company is proposing to insert the following new sub-clause **after the existing sub-clause 31** under **Clause III** (Ancillary Objects) of its **Memorandum of Association**:

It is proposed to insert the following new sub clause 32:

- *“To set up facilities for generation of power for captive consumption of the company, whether from conventional sources such as thermal, hydel, nuclear, or from non-conventional sources such as tidal, wind, solar, geothermal, etc., including the operation and maintenance of facilities for generation and distribution of all forms of energy.”*

This addition will empower the Company to generate power specifically for its own use also, enhancing its energy self-sufficiency. The intention is to reduce the Company’s dependence on external energy suppliers by utilizing both conventional and non-conventional energy sources to meet internal power needs, which will contribute to the Company’s operational efficiency, sustainability, and cost management goals.

The proposed alterations will not affect the Company’s business operations regarding the sale or distribution of energy to third parties. The energy generated will be for internal consumption only, ensuring uninterrupted power supply to the Company’s operations and reducing vulnerability to fluctuating energy prices or supply shortages.

This amendment aligns with the Company’s long-term strategy of sustainability, energy independence, and cost optimization.

The Company also intends to alter the following existing sub-clause 4 under **Clause III(A)** of its **Memorandum of Association**:

- *“manufacturing, producing, processing, converting, importing, exporting, trading, buying, selling, distributing, stocking, supplying or otherwise dealing in*
- a) *Electric Vehicle i.e., two, three, four and multi wheeler including Electric bicycle, E-cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through Solar Energy or Electricity generated through any renewable / non-renewable source of Power and*



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

- b) *Spare Parts thereof inclusive of any equipment (like motors, controllers, Power trains, Batteries or any advanced energy storage devices like lithium ion battery, super capacitors, fly wheel, GPS systems and its variants which can store energy in form of Electrical, Chemical and Mechanical form like battery, capacitor, fly wheel, & its variants and*
- c) *to carry out such activities primarily by using green, renewable, or sustainable energy sources, including the captive consumption of its own energy sources, and to engage in the manufacturing, processing, trading, buying, selling, distribution, stocking, or otherwise dealing in metals and metallic parts (including, but not limited to, copper, aluminum, steel, iron, etc.), and non-metallic materials (including, but not limited to, glass, plastic, polymers, lab-grown diamonds, etc.), all in furtherance of its power and energy objectives.*

This amendment is aimed at incorporating sustainable business practices and expanding the Company's scope in line with global trends towards environmental responsibility and the use of green energy sources.

As per the provisions of Section 4, Section 13, and other applicable provisions of the Companies Act, 2013, the alteration of the Main Object Clause requires approval from the Members by way of a Special Resolution.

The Board of Directors recommends the resolution for approval by the Members of the Company, as this alteration will significantly enhance the operational stability, sustainability, and self-reliance of the Company in the long run.

None of the Directors or Key Managerial Personnel of the Company, nor their respective relatives, have any concern or interest, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5: TO APPROVE ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.

The Company is proposing to insert a new clause under the head “**OTHERS**” in the Articles of Association (AOA), specifically after the existing sub-clause (b) of Clause 185 under the head “**SECRECY**”, in order to formalize the Company's intention to set up and operate a **captively consumed solar power generation system**.

It is proposed to insert the following new Clause 186:

- *“For the purpose of interpreting the meaning under the Electricity Rules 2005 as issued by the Madhya Pradesh Electricity Regulatory Commission concerning Captive Generating Plants (CGPs), the Project means the solar plant which shall operate a captive solar energy generation system (the Solar Plant) exclusively for its own consumption in accordance with applicable laws and regulations. The electricity generated by the Solar Plant will be used solely for the Company's internal purposes, with any excess electricity potentially exported to the grid or sold to a utility provider subject to applicable regulations. The*

**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

Company shall ensure compliance with all relevant permits, licenses, and regulatory requirements and maintain the Solar Plant in accordance with industry standards. The Solar Plant shall remain the property of the Company, with the Company solely responsible for its installation, operation, maintenance, and associated costs and liabilities.”

The purpose of this new clause is to clarify the Company's commitment to generating solar energy exclusively for captive consumption and in compliance with applicable electricity laws and regulations. The Company intends to install, operate, and maintain a solar power plant that will generate electricity for its internal use also, which aligns with the Company's long-term goals of self-sufficiency in energy consumption.

This change in the Articles of Association reflects the Company's proactive approach towards sustainable energy solutions and aligns with regulatory frameworks concerning Captive Power Generation (CGPs). It will also ensure that the Company adheres to all permitting, regulatory, and compliance requirements related to the operation of such facilities.

The resolution is being proposed in compliance with Section 5, Section 14, and other applicable provisions of the Companies Act, 2013, and requires the approval of the Members of the Company by way of a Special Resolution.

The Board of Directors believes that this alteration will not only support the Company's growth and sustainability objectives but will also enable it to align with the emerging regulatory framework on captive generation and energy consumption.

The Board recommends a resolution for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives have any concern or interest, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6: TO APPROVE THE ISSUANCE OF BONUS SHARES .

In order to comply with minimum public shareholding requirement (MPS), The Board of Directors in its meeting held on Tuesday 26 August, 2025 considered, approved and recommended an issue of bonus shares in the proportion of (02:01) Two (02) new Equity Shares of the Company of INR 1/- (Indian Rupees One only) each for every One (01) existing Equity Shares of the Company of INR 1/- (Indian Rupees One only) each held by the shareholders except the Promoters and Promoter Group in terms of SEBI Master Circular on MPS Compliances on the “Record Date” to be determined by the Board from amount standing to the credit of free reserves and/or the securities premium account of the Company. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

**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

Further, In order to comply with statutory requirement of achieving Minimum Public Shareholding Promoters and Promoter Group shall forgo their entitlement to equity shares that may arise from such issue. The issue of bonus equity shares by way of capitalization of the sums standing to the credit of Free Reserve/security premium, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the said resolution.

The Board recommends that the resolution set out at item no. 6 be passed as an Ordinary Resolution.

ITEM NO. 7 – TO APPROVE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND CLAUSE 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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

The Company in the Ordinary course of business and at arm's length price enters into various transactions with M/s. Blue River Finvest Private Limited being related party to the Company for providing and availing various services including taking and granting of unsecured loan upto the limit of 25cr. These transactions are continuous in nature and are not for a specific period.

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

None of the Directors or Key Managerial Personnel of the company or their relatives except Mr. Shyam

**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

Sunder Mundra, Mr. Vikalp Mundra and Mr. Anurag Mundra who are the relative of the directors of Blue River Finvest Private Limited.

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

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

ITEM: 8. TO APPROVAL OF ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013.

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 8 of the notice. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 8 of the notice for your approval as a Special Resolution. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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

ITEM NO. 9: TO OFFER, CREATE, ISSUE AND ALLOT SECURITIES UP TO AN AGGREGATE AMOUNT OF ` 500 CRORES AND IN THIS REGARD CONSIDER AND, IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

**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

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

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

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

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

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

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/ issue/

**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

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

Section 62 of the Companies Act 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62 of the Companies Act, 2013 unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 as well as applicable Rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreement executed by the Company with the stock exchanges where the Equity Shares of the Company are listed. The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing shareholders of the Company. None of the Directors and Key Managerial Personnel and any of their relatives are deemed to be concerned or interested in the passing of resolution, except to the extent of shareholding in the Company if any.

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

The Board of Directors of the Company recommends the resolution as set out under item no. 9 for the approval of the shareholders as a Special Resolution.

ITEM NO. 10: TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING Rs. 1,000 CRORES.

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

**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

the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out in Item No.10 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in resolution Item no.10 of the accompanying notice. The Board recommends the resolution at Item no.10 to be passed as a Special Resolution.

ITEM NO. 11: AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution no. 11 for the approval by the members as a Special Resolution.

ITEM NO. 12: AMENDMENT TO THE TERMS OF APPOINTMENT OF MR. SHYAMSUNDER MUNDRA, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

Mr. Shyamsunder Mundra was appointed as the Chairman and Managing Director of the Company for a term of five years with effect from 24th October, 2023 and shareholder's resolution dated August 23, 2024.

It is now proposed that office of Mr. Shyamsunder Mundra shall not be liable to retire by rotation with effect from the passing of resolution by the members of the company in its meeting and all other terms and conditions of his appointment shall remain unchanged to the extent approved by the shareholders of the Company. the other terms and conditions are as follows:

Name of the Director	Mr. Shyam Sunder Mundra
Designation	Chairman and Managing Director



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

I. Remuneration	
a) Basic Salary	Not exceeding Rs. 500000/- per month.
b) Incentive	As allowable under the Companies Act, 2013.
c) Allowance	Mentioned Below.
Category A	
1. House Rent Allowance	50% of the Basic salary.
2. *Medical Expense	Not exceeding one month salary in a year or three months salary in a block of three years.
3. Leave travel assistance	Expenses incurred for self and family in accordance with the rules of the Company.
4. Club Fees	Subject to maximum of two clubs.
5. Personal accident insurance premium	Not exceeding Rs. 8000/- p.a.

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

CATEGORY B:

(6) Employees contribution to provident fund as per the rules of the Companies Act, 2013.

(7.) Gratuity: As per the rules of the Company, subject to maximum ceiling as may be prescribed under the payment of Gratuity Act from time to time.

(8.) Leave encashment: upto 15 days salary for every one year completed service as per the rules of the Company.

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

CATEGORY C:

(9) Car: the Company shall provide car with driver for the Companies business and if no car is provided,



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

reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.

(10.) Telephone & Cell: Free use of telephone at his residence and cell phone, internet and other communication facilities, provided that the personal long distance calls on the telephone shall be billed by the Company to the executive director.

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

The Board recommends the passing of the Resolution at Item No. 12 as a Special Resolution.

Name of Director	Mr. Shyamsunder Mundra (DIN: 00113199)
Date of Birth	04.11.1943
Age	81
Nationality	Indian
Date of Appointment/ Re-appointment in the Company	23.08.2024
Brief Profile of the Director including nature of expertise in specific functional areas	He is post Graduate in Electrical Engineering & Business Administration. His core competency lies in the field of Electrical Engineering. Before starting his own venture, he worked in the State Electricity Board for 8 years. He is actively involved in Business & looks after, taxation & Strategies.
No. of shares held in the Company as on March 31, 2025.	Given separate table below.
Directorships in other listed Companies	Nil
Membership / Chairmanship of Committees of the other Boards	Please refer Corporate Governance Report



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

No. of Board Meetings attended during FY 2024 -25	Please refer Corporate Governance Report
Inter se relationship between the Directors	He is father of Mr. Anurag Mundra, Mr. Vikalp Mundra and spouse of Mrs. Geeta Mundra.

SHAREHOLDING OF DIRECTORS & THEIR RELATIVES:

Name	Shareholding at the end of the year i.e. as on 31 st March, 2025.		
	No of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares
Mr. Shyam Sunder Mundra	2	0.00	0.00
Mrs. Vandana Mundra trustee of SVA Family welfare trust	9,90,00,001	92.84%	0.00
Mr. Anurag Mundra partner of M&B Switchgears	10,00,000	0.93%	
Mr. Anurag Mundra	24	0.00	0.00
Mr. Vikalp Mundra	2	0.00	0.00
Mrs. Geeta Mundra	2	0.00	0.00
Mr. Vikalp S Mundra HUF	1	0.00	0.00
Mrs. Vandana Mundra	2	0.00	0.00
Mr. Anurag S Mundra HUF	2	0.00	0.00
Mrs. Sarita Mundra	2	0.00	0.00
	10,00,00,038	93.77%	0.00



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

Regd. Office

Survey No. 211/1, Opp. Sector- C & Metalman,
Sanwer Road Industrial Area, Indore- 452015. (M.P.)
Tel.: 0731-4673788| Fax: 0731-4715344|
Website: www.ujaas.com| E-mail: info@ujaas.com
Indore, 19.09.2025

By the order of board of directors

Sd/-
Sarvesh Diwan
M. No. A70139

UJAAS ENERGY LIMITED
CIN: L35201MP1999PLC013571

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

PROXY FORM

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

Name of the Member(s): _____
Registered address: _____
E-mail Id: _____ Folio No. / *DP ID and Client ID: _____

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

1.Name: _____ E-mail Id: _____
Address: _____
Signature: _____, or failing him/her

2.Name: _____ E-mail Id: _____
Address: _____
Signature: _____, or failing him/her

3.Name: _____ E-mail Id: _____
Address: _____
Signature: _____, or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26th Annual General Meeting** of the Company, to be held on **Friday, 26th September, 2025 at 3:30 p.m. at the Corporate & Registered Office of the Company situated at Survey No. 211/1, Opp. Sector C & Metalman, Sanwer Road Industrial Area, Indore-452015** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Particulars	For	Against
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended as on 31 st March, 2025, along with the reports of Board of Directors and the Auditors thereon		
2.	To appoint a director in place of Mr. Shyamsunder Mundra (DIN: 00113199), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Ashish Karodia & Co. Practicing Company Secretary (COP. 6375), Indore as a secretarial auditor of the company for the financial year FY 2025-2026 till FY 2029-2030.		
4.	To Amend the Object Clause of the Memorandum of Association (MOA).		
5.	To Alter the Articles of Association(AOA) by inserting a new clause.		

6.	To consider and approve the issue of Bonus Shares.		
7.	To approve related party transactions under section 188 of the companies act, 2013 and clause 23 of the SEBI (listing obligations and disclosure requirements) regulations, 2015.		
8.	To Approval of advance any loan/give guarantee/provide security u/s 185 of the companies act, 2013.		
9.	To consider and approve the enabling resolution for fund raising through FPO/ADR/GDR/QIP/Right issue/preferential issue etc., upto a tune of Rs. 500 crores.		
10.	To consider and approve the enabling resolution to borrow funds pursuant to the provisions of section 180(1)(C) of the Companies Act, 2013, not exceeding Rs. 1,000 Crores.		
11.	Amendment of the Liability Clause of Memorandum of Association		
12.	To amend the terms of appointment of Mr. Shyamsunder Mundra, chairman and Managing Director of the company.		

*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
Revenue
stamp

UJAAS ENERGY LIMITED

CIN: L35201MP1999PLC013571

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 the Twenty Sixth Annual General Meeting of the Company on, Friday, 26th Day of September, 2025 at 03:30 P.M. at Survey no. 211/1, Opp. Sector C Metalman, Sanwer Road Industrial Area, Indore- 452015

Signature of the Shareholder/Proxy/Representative

Note: Members are requested to bring their copy of the Annual report to the meeting.