**INSOLARE ENERGY LIMITED**
**CIN: U45206GJ2008PLC155375**
**Registered Office: Office No. 501 to 505, Altimus, Nr. Blue Dart., B/h. Torrent Pharma Office, Off. Ashram Road, Riverfront (West), Ashram Road P.O, Ahmedabad, City Ahmedabad, Gujarat, India, 380009**
**E-mail id: compliance@insolare.com Mobile No: 9898054624**

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**NOTICE OF THE 02/2026-27 EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS**

**Notice is hereby given that the 02/2026-27 Extra-ordinary General Meeting of the Members of InSolaRE Energy Limited ("Company") will be held on Friday, 11th December 2026 at 11:00 A.M. IST physically at its Registered Office situated at Office No. 501 to 505, Altimus, Nr. Blue Dart., B/h. Torrent Pharma Office, Off. Ashram Road, Riverfront (West), Ashram Road P.O, Ahmedabad, City Ahmedabad, Gujarat, India, 380009, to transact the following businesses:**

**SPECIAL BUSINESS:**

1. **To amend the Articles of Association of the Company:**
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 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder, consent of the shareholders by way of special resolution be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Articles 89A immediately after the existing Article 89(b) (*Duration of office of Director appointed to fill casual vacancy*) under the section 'Board of Directors', and all other Articles of the Association of the Company continuing without any change and in full force and effect:

**89A.**

(a) **Appointment of Nominee Director**:
Notwithstanding anything to the contrary contained under these articles of association or elsewhere, and subject to the provisions of the Act, the Board shall appoint any person as a director nominated by any financial institution, bank, investor, lender, debenture trustee or other person or entity (each the "**Nominating Entity**") in pursuance of applicable law(s) for the time being in force, or any agreement, deed, or arrangement entered into by the Company with the Nominating Entity (hereinafter the "**Nominee Director**"). The Board shall make such appointment on the happening of any event contemplated in such applicable law(s), agreement, deed, or arrangement, including where the Company avails of financial assistance or any financial facility, issues securities, or receives an debt/investment from the Nominating Entity.

(b) **Duration of office of Nominee Director:**
A Nominee Director shall hold office only for so long as the Nominating Entity is entitled to nominate a director under applicable law(s) or the relevant agreement, deed or arrangement, and shall be deemed to have vacated office immediately upon such entitlement ceasing. A Nominee Director shall not be liable to retire by rotation and shall not be required to hold any qualification shares until the debt/investment of the Nominating Entity subsists, and shall not be counted as an independent director. The Nominating Entity may withdraw or substitute its Nominee Director, or nominate another person in place of a Nominee Director who resigns or otherwise vacates office, only to the extent permitted under the relevant agreement, deed or arrangement and applicable law(s). Any such nomination, withdrawal or substitution shall be made by notice in writing signed by the Nominating Entity and served at the registered office of

the Company, and shall take effect upon the Board taking the same on record in accordance with the Act.

(c) **Rights and obligations of Nominee Director:**
The Nominee Director shall be entitled to the same rights and privileges, and be subject to the same obligations, as any other director of the Company. The Nominee Director shall be a non-executive director, shall not be involved in the day-to-day management of the Company, and shall not have any veto or special voting right by virtue of being a Nominee Director. The Nominee Director appointed under this Article shall be entitled to receive all notices of, and attend, all general meetings, Board meetings and meetings of the committee(s) of which the Nominee Director is a member, as also the minutes of such meetings. The Nominee Director may share information relating to the Company with the Nominating Entity only to the extent permitted under the relevant agreement, deed or arrangement and applicable law(s) (including applicable insider trading regulations), and subject to confidentiality obligations no less stringent than those applicable to the other directors. The Company shall pay to the Nominee Director sitting fees and expenses to which the other Directors of the Company are entitled for attending the meetings of the Company, as may be decided by the Board."

"**RESOLVED FURTHER THAT** the Articles of Association of the Company, as altered by insertion of Articles 89A as aforesaid, be and are hereby adopted as the Articles of Association of the Company, and a copy of this resolution be embodied in or annexed to every copy of the Articles of Association of the Company issued after the date of passing of this resolution."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Executive Directors or the Company Secretary of the Company, be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form (including Form MGT-14) and a printed copy of the altered Articles of Association with the Registrar of Companies, Ahmedabad, and to agree to such modifications or conditions, if any, as may be required by the Registrar of Companies."

**Date:** 19.11.2026
**Place:** Ahmedabad

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

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

Sd/-
**Bhavesh Agal**
**(Company Secretary)**

**NOTES – FORMING PART OF THE NOTICE**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses mentioned under Item number 1 of the Notice dated 19th November 2026 is appended hereto.

2. The attendance of the Members attending the EGM physically will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 8, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.insolare.com. The Notice can also be accessed from the websites of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

5. Body Corporates whose Authorised Representatives are intending to attend the Meeting physically are requested to send to the Company by an e-mail, a certified copy of the Board Resolution/Authority letter authorising their representative to attend and vote on their behalf at the Meeting through e-voting at compliance@insolare.com.

6. Only bonafide members of the Company whose names appear on the Register of Members as on Friday, 04th December 2026 being "Cut-off date" will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.

7. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent Bigshare Services Private Limited (the "RTA"). If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form No. SH-14, as the case may be. Members are requested to submit the said details to their respective DPs, in case the shares are held by them in dematerialized form and to the Company / RTA in case the shares are held by them in physical form.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM i.e. Friday, 11th December 2026. Members seeking to inspect such documents can send an email to investors@insolare.com.

9. The MCA and the SEBI have encouraged paperless communication as a contribution to the *"Greener environment".* In compliance with the aforesaid MCA Circulars and the SEBI Circular dated January 05, 2023, the Notice of the Extra-ordinary General Meeting of the Company, inter-alia, indicating the process and manner of remote e-Voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants. Members who have not registered their email

address and holding shares in Demat mode are requested to register their e-mail IDs with the respective Depository Participants (DPs). This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.

10. Members of the Company holding shares on the Cut-off date i.e. Friday, 04th December 2026, may cast their vote either by remote e-voting or e-voting system during EGM. A person who is not a member on Cut-off date should treat this notice for information purpose only. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, 04th December 2026.

11. The route-map of the venue is annexed as per Annexure-B to this Notice for the members desirous of attending the meeting in Physical mode.

12. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company.

13. The instrument appointing a proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. The same is annexed herewith as Annexure-A.

14. Ms. Yashree Dixit, Proprietor, Yashree Dixit & Associates., Practicing Company Secretary (Membership No. 12221) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during EGM in a fair and transparent manner.

15. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the EGM and votes casted through remote e-voting) of the total votes cast in favour or against, if any, within two working days of conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website https://insolare.com/ and on the website of NSDL immediately after the result is declared by the Chairman.

16. The resolution shall be deemed to be passed on the date of EGM, subject to the receipt of sufficient votes.

17. Voting process and instruction regarding e-voting:

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

**The remote e-voting period begins on, Tuesday, 08th December 2026 at 09:00 A.M. IST and ends on Thursday, 10th December 2026 at 05:00 P.M. IST The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 04th December 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th December 2026.**

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

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

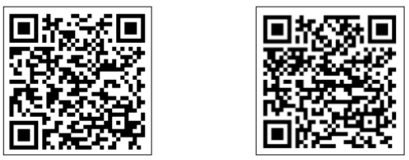
**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to |

| | |
|---|---|
| | enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br><br>**NSDL Mobile App is available on**<br>App Store Google Play<br> |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br><br>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 | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon |

| | |
|---|---|
| (holding securities in demat mode) login through their depository participants | logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

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

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

4. **Your User ID details are given below :**

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) **If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.**

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

**b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.**

**c) How to retrieve your 'initial password'?**

**(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.**

**(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**

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

7. **After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**
8. **Now, you will have to click on "Login" button.**
9. **After you click on the "Login" button, Home page of e-Voting will open.**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

Scrutinizer by e-mail to Yashreedixit19@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

**Item No. 1**

The Board of Directors, at its meeting held on Saturday, 7th November, 2026, considered it expedient to amend the Articles of Association of the Company by inserting new Articles 89A immediately after the existing Article 89(b) (*Duration of office of Director appointed to fill casual vacancy*) under the section 'Board of Directors', to empower the Board of Directors to appoint any person as a director nominated by any financial institution, bank, investor, lender, debenture trustee or other person or entity ("**Nominating Entity**") in pursuance of any applicable law, or any agreement, deed or arrangement entered into by the Company with such Nominating Entity.

The existing Articles of Association of the Company do not expressly provide for the appointment of nominee directors by lenders, investors, debenture trustees or other Nominating Entities, or for the term, rights and obligations of such nominee directors.

The Company proposes to issue senior, rated, secured, listed, redeemable, taxable, transferable, non-convertible debentures for an amount aggregating up to Rs. 150,00,00,000 (Indian Rupees One Hundred and Fifty Crore Only) in one or multiple tranches (collectively "**Debentures**") on a private placement basis to certain investors and, in connection with the same, may also enter into agreements with financial institution(s), bank(s), lender(s), investor(s), debenture trustee(s) and other persons under which a right to nominate a director may be conferred due to requirements under applicable law. In order to enable the Company to give effect to such rights, and to comply with the requirement that the Articles of Association of a company issuing debentures require its Board of Directors to appoint the person nominated by the debenture trustee(s), it is proposed to amend the Articles of Association of the Company to insert Article 89A, enabling the Board of Directors to appoint nominee directors and setting out the rights and obligations of a Nominee Director.

Since the aforesaid amendment requires approval of the shareholders of the Company by way of passing a special resolution, the Board of Directors recommends the resolution set out in Item No. 1 for your approval.

Necessary documents in this regard, including the existing Articles of Association and the proposed alterations thereto, are available for inspection by the shareholders at the registered office of the Company.

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

**Date:** 19.11.2026
**Place:** Ahmedabad

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

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

Sd/-
**Bhavesh Agal**
**(Company Secretary)**

**Annexures to the Notice**

**ANNEXURE-A**

**Form No. MGT-11**

**Proxy form**

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

**Name of the Company:** InSolaRE Energy Limited

**CIN**: U45206GJ2008PLC155375
**Registered Office:** Office No. 501 to 505, Altimus, Nr. Blue Dart., B/h. Torrent Pharma Office, Off. Ashram Road, Riverfront (West), Ashram Road P.O, Ahmedabad, City Ahmedabad, Gujarat, India, 380009

| |
|---|
| Name of the member (s):<br>Registered address:<br>E-mail Id:<br>Folio No/ Client Id:<br>DP ID: |

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Second Extra-Ordinary General Meeting of the members of the Company will be held on Friday, 11th December 2026 at 11:00 A.M. IST at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Particulars |
|---|---|
| 1. | To amend the Articles of Association of the Company |

Signed this ___day of ___, 2026

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

**ANNEXURE-B**

**Route-map of the Venue**

