



NOTICE OF 07th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventh (07th) Annual General Meeting (“AGM/Meeting”) of the Members of **ULTRAVIBRANT INTEGRATED ENERGY LIMITED (Formerly known as Ultravibrant Solar Energy Limited, Prior to that Ultravibrant Solar Energy Private Limited)** (the “Company”) is scheduled to be held on Monday, 10th August, 2026 at 12:00 P.M. at the Registered Office of the company situated at Plot No. F-20(A) Malviya Nagar Industrial Area, Jaipur- 302017 Rajasthan to transact the following businesses:-

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the reports of the Board of Directors (“the Board”) and the Statutory Auditors thereon.

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

“**RESOLVED THAT** the audited Standalone and Consolidated Balance Sheet for the Financial Year ended on 31st March, 2026, Statement of Profit and Loss, Cash Flow Statement and Notes thereon for the Financial Year ended on 31st March, 2026 together with Auditor’s Report and Board’s Report thereon, as circulated to the members, be and are hereby received, considered and adopted.”

ITEM NO. 2: REAPPOINTMENT OF MR. RAJESHWER SINGH, CHAIRMAN AND MANAGING DIRECTOR (DIN: 07110937), LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Rajeshwer Singh, Chairman and Managing Director (DIN: 07110937), who retires by rotation and being eligible, offers his candidature for re-appointment.

Explanation: Based on the terms of appointment, executive directors and the non- executive and non-independent directors are subject to retirement by rotation. Mr. Rajeshwer Singh, Chairman and Managing Director (DIN: 07110937), whose directorship is liable to retire by rotation at the ensuing AGM, being eligible, seeks reappointment. The Board has recommended his reappointment as Director.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to reappoint Mr. Rajeshwer Singh, Chairman and Managing Director (DIN: 07110937) of the Company, as Director, liable to retire by rotation.”

SPECIAL BUSINESS:

ITEM NO. 3: APPROVAL FOR INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

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

Ultravibrant Integrated Energy Limited

(Formerly known as Ultravibrant Solar Energy Limited, Prior to that Ultravibrant Solar Energy Private Limited)

Plot No. F-20(A), Malviya Industrial Area, Malviya Nagar Jaipur, Rajasthan - 302017



RESOLVED THAT, pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s), amendments or re-enactment thereof for the time being in force), each as amended (collectively referred to as the “**Companies Act**”) and further subject to any other laws and regulations, and the provisions of the articles of association (“**Articles of Association**”) of the Company, the consent and approval of the shareholders be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹ 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 Equity Shares of ₹ 10/- (Rupees Ten only) to ₹ 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 5,50,00,000 Equity Shares of ₹ 10/- (Rupees Ten only) by creation and addition of 5,49,00,000 Equity shares of face value of ₹ 10 each.

RESOLVED FURTHER THAT pursuant to sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) the existing Clause V of Memorandum of Association of the Company (“**Memorandum of Association**”) be and is hereby amended by substituting the same with the following Clause V:

The Authorised Share Capital of the Company is ₹ 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 5,50,00,000 Equity Shares of ₹ 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT new equity shares shall rank pari passu to the existing equity shares in all respect and that all the provisions contained in the Articles of Association of the Company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new equity shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT, the new set of the Memorandum of Association of the Company, be and is hereby approved and adopted as the Memorandum of Association of the Company in the place and in exclusion and substitution of the existing Memorandum of Association of the Company of which a copy is placed before the meeting, duly initiated by the Chairman of the meeting for the purpose of identification.

RESOLVED FURTHER THAT Mr. Rajeshwer Singh, Managing Director and Ms. Eshita Dixit, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Rajasthan at Jaipur, make application, file forms, etc., furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to sign, execute, amend, deliver all such agreements, documents, papers, deeds, writings or instruments as may be deemed necessary, proper, desirable or expedient, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such conditions, modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be prescribed, imposed or required and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be, and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

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

**ITEM NO. 4 APPROVAL FOR THE ISSUANCE OF BONUS SHARES**

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

“RESOLVED THAT in accordance with the provisions of section 23(2), 63, 123(5) and all other applicable provisions, if any, of the Companies Act, 2013, read with rule 14 of Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the article 57(3) of the articles of association (“Articles of Association”) of the Company, and such other sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (“Board”, which term shall include a duly authorised committee thereof for the time being to exercise the powers conferred by the Board including the powers conferred by this resolution), and pursuant to the approval of the Board in its meeting dated August 4, 2026, consent of the members be and is hereby accorded to capitalize a sum of ₹ 34,99,00,000 (Rs. Thirty Four Crores and Ninety Nine Lakhs) out of its free reserves and that such amounts be transferred to the share capital account and be applied for issue and allotment of 3,49,90,000 equity shares bearing face value of ₹ 10 each of the Company as bonus shares (“Bonus Shares”) credited as fully paid up, to the eligible shareholders of the Company holding Equity Shares whose names appear in the register of members/ beneficial owners’ position of the Company on 4th day of August, 2026 (“Record Date”).

RESOLVED FURTHER THAT the bonus shares shall be credited as fully paid up to the holders of equity shares of the Company whose names appear in the register of members of the Company on the Record date, 4th day of August, 2026, in the ratio of 3499 shares for every 1 equity shares held by shareholders on the Record date.

RESOLVED FURTHER THAT for the purpose of the proposed Bonus Issue, the Company has considered its audited financial statements as at 31st March 2026. As per the said audited financial statements, the Company has Reserves and Surplus amounting to ₹66,85,97,744 as on 31st March 2026, out of which an amount of ₹34,99,00,000 is proposed to be utilised for the purpose of issuing Bonus Shares to the Members of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the bonus shares so distributed for all purposes be treated as an increase of the nominal amount of the equity share capital of the Company held by each such member and not as income in lieu of dividend credited.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari passu to the existing shares of the Company and always be subject to the terms of the memorandum of association (“Memorandum of Association”) and Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Rajeshwer Singh, Managing Director and Ms. Eshita Dixit, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to take all the necessary steps for giving effect to the foregoing resolution, including completion of corporate action formalities related to the depositories, issue allotment letters, if required, incur necessary expenses including payment of stamp duty, file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and thing as deem necessary, proper or desirable in relation to the foregoing.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein (excluding powers imputed exclusively on the nomination and remuneration committee), to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

ITEM NO. 5: APPOINTMENT OF MS. MONICA SHARMA (DIN: 11574321) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the approval of the board of directors of the Company ("Board") in their respective meetings dated 04.08.2026, the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable laws thereof, if any, and pursuant to the applicable provisions of the articles of association ("**Articles of Association**") of the Company, Ms. Monica Sharma (DIN: 11574321), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 05th March, 2026 in terms of Section 161(1) of the Companies Act, 2013 and applicable provisions of the articles of association, who possesses relevant expertise and experience and who is not disqualified under Section 164(2) of the Companies Act, 2013 (including the rules framed thereunder) and who has provided her consent to act as an independent director of the Company and who has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and who is eligible for appointment, be and is hereby appointed as an independent director on the Board, who shall hold office for a term of 5 years commencing on 05th March, 2026 and not be liable to retire by rotation. Ms. Monica Sharma shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated 05th March, 2026 issued to Ms. Monica Sharma, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Company takes note of the consent letter received from Ms. Monica Sharma providing her consent to act as an independent director of the Company in the Form DIR 2, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(5) of the Companies Act, Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to the limits prescribed under the Companies Act, the consent of the members of the Company shall be and is hereby accorded to the Board to pay sitting fees of Rs. 10,000 for attending each meeting of the Board and Rs. 5,000 for attending each meeting of the committees constituted by the Board thereof and to paying travelling and accommodation expenses, based on actuals, as detailed in the letter of appointment issued to Ms. Monica Sharma, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT any of the Director of the company be and is hereby authorized to do take all steps necessary for giving effect to the foregoing resolution, including making necessary applications,

filing forms and to do all the acts, deeds and things which are necessary to the appointment of Ms. Monica Sharma as an independent director of the Company.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director, be forwarded to any concerned authorities for necessary action."

ITEM NO. 6 APPROVAL FOR ALTERATION IN MAIN OBJECT CLAUSE AND ADOPTION OF AMENDED MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT in accordance with the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), change or re-enactment thereof, for the time being in force) and the approval of the Board, approval of the members of the Company be and is hereby accorded to the alteration of Main Objects of the Memorandum of Association of the Company by substituting following clause III (A) in the Memorandum of Association of the company with the following objects:

1. To carry business, in India or abroad, as manufacturer, producer, processor, assembler, buyer, seller, trader, exporter, importer, dealer of all types, varieties and kinds of automotive lights, home lights, street lights, road safety products, LED products, solar panels, solar energy products, solar equipments, solar technologies, solar energy systems, renewable energy products, renewable energy system, hydropower systems, geothermal energy systems, ocean energy systems (including tidal, wave and ocean thermal energy), green ammonia, green energy products and systems and other related products, electro-magnetic, optical, hydraulic, pneumatic items, instruments, equipments, plants, machines, equipments batteries, DG-PV Hybrid energy system, display devices, communication equipments, smart energy solutions, hardware components, accessories, tools, their by-products and combinations, computers and their attachments, and other electrical, engineering, electronics products, wireless and satellite equipments and systems, printed circuit boards (PCB) and metal anodising plates, photovoltaic Technology products and office automation equipments.
2. To carry business, in India or abroad, as energy consultant and liaison agent, energy auditors, advisors for conventional and non-conventional energy, consultants for energy requirements for industries and state electricity boards, buyers, sellers, dealers, distributors, exporters, importers, repairs, maintenance, assemblers, fabricators, designers and selling through channel distributors, in any or other manner in all types, varieties and kinds of energy generating equipment, electrical, electronic, mechanical, magnetic, electro-magnetic, optical, hydraulic, pneumatic items, equipments, plants, machines, solar panels, solar energy products, solar equipments, solar technologies, solar energy systems, renewable energy products, renewable energy system, hydropower systems, geothermal energy systems, ocean energy systems (including tidal, wave and ocean thermal energy), green ammonia, green energy products and systems, energy saving devices, invertors, generators, battery, electric back up system (UPS), stabilizers, engines, electric motors, vehicle, wires and cables.
3. To run, establish trade and operate all types of energy generation plant both conventional and non-conventional like wind, solar, solar panels, solar energy products, solar equipments, solar technologies, solar energy systems, renewable energy products, renewable energy system,

biomass, hydro, geothermal, green energy, green ammonia etc. To install, construct or work as contractor for laying power transmission lines, distribution lines, feeder renovation work and all related civil construction work for power and electricity in India or abroad.

4. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, develop, handle, distribute of all kind of electric power by establishment, maintenance, running of power generation plant based on thermal power, wind power, solar power, hydropower, geothermal, green energy, green ammonia, renewable power, hydraulic power or any other mode of conventional/ non-conventional energy. To buy, sell, resell, manufacture, repair, maintain, give/take on rent, hire purchase, lease of all kind of generator whether used for captive or otherwise used.
5. To construct, establish, promote, erect, build, install, commission, carry out and run business as manufacturer, producer, processor, assembler, buyer, seller, trader, exporter, importer, dealer of all types, varieties and kinds of wires, cables, Transformer, substation, switchyard, transmission lines, accumulators, street lights for the purpose of conservation, distribution and supply of electricity for industrial, commercial, domestic, public, self or other purpose and also to provide regular service for maintenance of all distributors and supply lines in India or abroad.
6. To carry on the business in India or abroad, as manufacturers, developers, assemblers, dealers, importers, exporters, traders, purchasers, sellers, hire purchasers, hires, repairs, of power generating, and distributing plants, equipments, operating specially using power from solar energy system, renewable energy products, renewable energy system, hydropower systems, geothermal energy systems, ocean energy systems (including tidal, wave and ocean thermal energy), green ammonia green energy products, renewable energy sources such as solar, wind, biogas, solar products like solar panels, solar lights, solar cookers, solar geysers and all other products which may come out of research and to carry on the business as to do research and development, data collection, analysis, publishing of research and study material, efficient supply of quality inputs and technical guidance Customized Training & Development solutions in the field of solar energy and solar products. digitization of renewable energy, data logger, weather station, module mounting structure, electrical distribution panel, Ac and DC electrical cables, Switchgear, transformer, earthings, lightening arrestors, Civil and Electrical works, firefighting system, fire extinguisher, safety material.
7. To do Research, design and develop the concept in the field of renewable energy, Patenting and publishing the novel concept design, develop and manufacture the innovative energy generation and consumption products, design develop and install on-grid or off-grid power plants using renewable energy sources, become the intermediate party of the energy generation, conversion and effective consumption products in the form of dealers / distributors / franchisee / importers / exporters design, develop and construct the energy efficient buildings and architecture, provide training, workshop and seminars provide consultancy for the energy generation and efficient consumption of the energy, market analysis and preparing reports, in India or abroad.
8. To carry on the business, in India or abroad, as developers, owners, investors, independent power producers (IPP), engineering, procurement and construction contractors (EPC),

manufacturers, operators, consultants, and service providers in the fields of high voltage and extra-high voltage electrical systems including switchgear, grid substations, gas insulated substations (GIS) and allied infrastructure; solar energy system, renewable energy products, renewable energy system, hydropower systems, geothermal energy systems, ocean energy systems (including tidal, wave and ocean thermal energy), green ammonia, green energy products, renewable energy sources such as solar, wind, biogas, solar products like solar panels, solar lights, solar cookers, solar geysers and all other products, renewable and clean energy projects including green hydrogen, renewable energy parks and hybrid energy systems; data centres and digital infrastructure; and to undertake activities relating to design, engineering, manufacturing, installation, commissioning, operation and maintenance thereof, and further to integrate advanced technologies such as artificial intelligence (AI), data analytics, smart energy solutions, smart metering, supervisory control and data acquisition (SCADA) systems, robotics, automation and digital platforms into energy generation, transmission, distribution and smart grid solutions, including undertaking research, development, innovation and commercialisation of such technologies.

9. To carry on the business in India or abroad, of developing, designing, engineering, procuring, constructing, installing, investing, operating, maintaining, managing, commercialising and to establish, promote, erect, build, install, commission, carry out and run business as manufacturer, producer, processor, assembler, buyer, seller, trader, exporter, importer, dealer of all types, varieties and kinds of Battery Energy Storage Systems ("BESS") and all related technologies and infrastructure, including but not limited to storage solutions, grid-connected storage units, energy management systems, and battery-based power backup solutions, control systems, software, monitoring platforms, and all components associated with BESS and to provide consultancy, technical services, project development support, maintenance services, and all other allied services connected with or incidental to battery energy storage systems and renewable energy infrastructure.
10. To carry on the business of designing, developing, engineering, manufacturing, assembling, fabricating, processing, customizing, implementing, installing, commissioning, maintaining, licensing, buying, selling, importing, exporting, trading, distributing and otherwise dealing in computer software, artificial intelligence (AI) solutions, machine learning applications, information technology products and services, mobile applications, cloud computing solutions, enterprise software, automation systems, data centres, server infrastructure, networking equipment, digital platforms, cybersecurity solutions, data processing, hosting, storage, colocation services and all other allied information technology products and services.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised, severally, to do and perform all such steps, actions, matters, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution including to file any forms and documents and to settle any questions, difficulty or doubts that may arise in regard thereto, without requiring to seek any further consent or approval of the Members of the Company."



ITEM NO.7 APPROVAL AND ADOPTION OF ULTRAVIBRANT EMPLOYEE STOCK OPTION PLAN 2026 FOR THE EMPLOYEES OF THE COMPANY, ITS SUBSIDIARIES AND ASSOCIATE COMPANIES

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**the Act**"), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**SEBI Listing Regulations**") the circulars/ guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") and such other rules, regulations, guidelines, notifications and laws as may be applicable and subject to such approvals, consent, permissions, sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the above authorities while granting such approval, permissions, consents and sanctions and which may be agreed to and accepted by the Board of Directors of the company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee ("**NRC**") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution) approval and the consent of the shareholders is hereby accorded to introduce and implement the "**ESOP Scheme**" (hereinafter referred to as the "**ESOP 2026**", "**scheme**" or "**plan**") and to create, offer, and grant from time to time and in one or more tranches up to **10,82,474 (Ten Lakhs Eighty Two Thousand Four Hundred Seventy Four)** employee stock options ("**ESOPs/Options**") of the Company, being 3% of the total outstanding equity shares of the Company ("**ESOP Pool**"), to such persons who are an employees of the Company or of subsidiary, or of associate, as designated by the Company, who is exclusive working in India or outside India, including a director, whether whole time director or not, including a non-executive director but excluding promoter director or an independent director within the meaning of Companies Act, 2013 or a member of the promoter group and directors hold directly or indirectly more than 10% of the issued and subscribed Equity Shares of the Company and selected by the Board in its sole and absolute discretion ("**Eligible Employees**"), exercisable into not more than **10,82,474 (Ten Lakhs Eighty Two Thousand Four Hundred Seventy Four)** fully paid-up equity shares of the Company in aggregate of face value of Rs. **10/- (Rupees Ten Only)** each, at such price(s) through direct route and on such terms and conditions and in the manner set out in the draft Plan and on such terms and conditions and in such tranches as may be decided by the Board and in accordance with the provisions of the ESOP 2026, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

"RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon exercise of Options from time to time in accordance with the Scheme shall rank pari-passu in all respects with the then existing Equity Shares of the Company."



"RESOLVED FURTHER THAT the number of options that may be granted to identified employees, during any one financial year, under the Scheme shall not equal to or exceed 1 % (One percentage) of the total issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and other applicable laws and regulations to the extent relevant and applicable to the Scheme."

"RESOLVED FURTHER THAT the options that have lapsed either by reason of non-vesting/non-exercise be added to the ESOP Pool for future grants."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other re-organization and others, if any, resulting in the increase or decrease in the equity share capital of the Company then a fair and reasonable adjustment to the ESOP Pool shall be deemed to be increased or decreased in proportion to the resultant Equity Shares pursuant to the aforesaid corporate action(s) and consequently the grant to Employee(s) shall be adjusted accordingly without affecting any other rights or obligations of an Employee(s)."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares to be transferred on exercise of Options granted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten Only) per equity share shall bear to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the option grantees."



"RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, change, vary, alter, amend, revise, suspend, withdraw, revive or terminate the Scheme as it may deem fit, from time to time in its sole and absolute discretion in conformity with the applicable laws and regulations and the Memorandum and Articles of Association and to do all such acts, deeds and things and execute all such deeds, documents and writings at its absolute discretion deems necessary, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to bring into effect the ESOP 2026 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders and further to execute all such documents, writings and to give such directions and/ or instructions as may be



necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to represent the Company for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board may delegates all or any powers conferred herein, to the Nomination and Remuneration Committee and to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

"RESOLVED FURTHER THAT the Board and/or any person as authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the Scheme."

ITEM NO. 8 APPROVAL OF THE RELATED PARTY TRANSACTION TO PURCHASE A PROPERTY IN THE NAME OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable laws, rules and regulations, if any, and subject to such approvals, permissions, sanctions and consents as may be required from any statutory, regulatory or governmental authority as may be necessary and pursuant to the provisions of the Articles of Association of the Company and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company, as applicable, the consent of the shareholders of the Company be and is hereby accorded to purchase on behalf of the Company the immovable property situated at Plot No. F-20(A) Malviya Nagar Industrial Area, Jaipur- 302017 Rajasthan presently held by the Company under a lease arrangement with Mrs. Kavita Rajpurohit, wife of Mr. Rajeshwer Singh (Chairman and Managing Director) who is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 for a consideration of Rs. 9.40 Crores on such terms and conditions as negotiated and agreed between the parties and in the best interest of the Company."

RESOLVED FURTHER THAT Mr. Bhagirath Singh (DIN: 10661374), Whole Time Director of the Company, be and is hereby authorised, for and on behalf of the Company, to:



1. identify, negotiate and finalise the commercial terms and conditions for the purchase of the said property;
2. conduct or cause to be conducted legal, technical, financial and title due diligence in respect of the property;
3. negotiate the purchase consideration and other terms of the transaction;
4. execute, sign and deliver the Agreement to Sell, Sale Deed, conveyance deed, declarations, affidavits, indemnities, undertakings, applications, forms, letters and all other agreements, deeds and documents as may be required;
5. appear before the Sub-Registrar or any other statutory authority for registration of the Sale Deed and admit execution thereof;
6. make payment of the purchase consideration, stamp duty, registration charges and all other incidental expenses from the Company's authorised bank account(s);
7. represent the Company before any Government authority, revenue authority, municipal authority, development authority or any other office in connection with the purchase, registration, mutation, transfer or recording of the Company's title in respect of the property;
8. appoint advocates, consultants, valuers or other professionals, if considered necessary, in connection with the proposed acquisition; and
9. do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution and complete the acquisition of the said property.

RESOLVED FURTHER THAT Mr. Bhagirath Singh (DIN: 10661374), Whole Time Director of the Company, be and is hereby authorized to delegate any ministerial or administrative acts relating to the implementation of this resolution to any officer or employee of the Company, wherever considered necessary, while remaining responsible for the overall execution of the transaction.

RESOLVED FURTHER THAT all act, deeds and things done by Mr. Bhagirath Singh (DIN: 10661374), Whole Time Director of the Company in connection with the above transaction prior to the passing of this Resolution be and hereby ratified and confirmed.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to such authorities, banks, financial institutions, vendors, registrars or other persons as may be required under the signature of any Director or the Company Secretary of the Company."

**BY ORDER OF BOARD OF DIRECTORS
FOR ULTRAVIBRANT INTEGRATED ENERGY LIMITED
(Formerly known as Ultravibrant Solar Energy Limited,
Prior to that Ultravibrant Solar Energy Private Limited)**

**DATE: 04.08.2026
PLACE: JAIPUR**

Rajeshw
er Singh

Digitally signed
by Rajeshwer
Singh

Date: 2026.08.04
16:43:06 +05'30'

**RAJESHWER SINGH
(Chairman and Managing Director)
(DIN- 07110937)**

BHAGIR
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SINGH

Digitally signed
by BHAGIRATH
SINGH

Date:
2026.08.04
16:43:30 +05'30'

**BHAGIRATH SINGH
(Whole Time Director)
(DIN- 10661374)**



NOTES:-

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013("the Act"), relating to the Special Business to be transacted at the AGM is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
3. **The instrument appointing a proxy in order to be effective should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the AGM. A proxy form for the meeting is enclosed.**
4. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
5. Corporate Members, Firms or HUF intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution/ Authorization Letter together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. A copy of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026 together with the Report of Board of Directors and Auditors are enclosed herewith.
8. All relevant documents (copies thereof) referred to in the accompanying Notice and the Statement including Register of Directors and Key Managerial Personnel and their shareholding (as may be applicable) under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and their shareholding, shall remain open for inspection in the physical or electronic mode, by the Members at the Registered Office of the Company on all working days during business hours i.e. 9 a.m. to 6 p.m. up to the date of the meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company atleast 7 days prior to the date of Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.



10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
11. Members who hold shares in physical mode are advised to proceed with dematerialization of their shares as transfer of shares in physical mode have been restricted. The Company's securities have been admitted in Central Depository Securities Limited ('CDSL') and National Securities Depository Limited (NSDL). International Security Identification Number (ISIN) allotted to the Company's Equity Shares is INE1F4801018. The company is facilitating dematerialization of all existing securities via Registrar & Share Transfer Agent (RTA) namely-

MUFG Intime India Private Limited

C-101, 247 Park,

LBS Marg, Vikhroli (WEST) - 400083

Email—investor.helpdesk@in.mpms.mufg.com

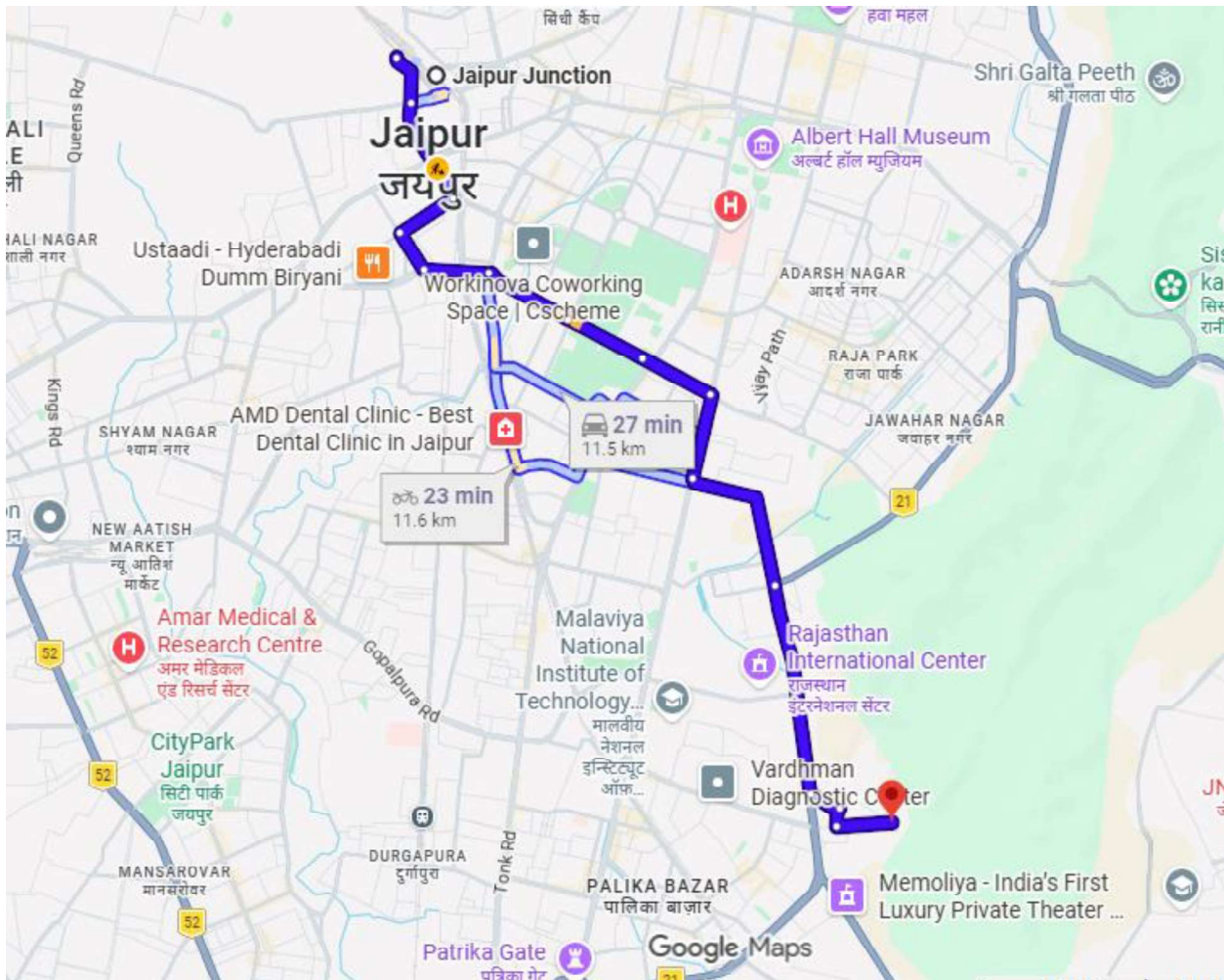
Members are requested to address all their correspondence including demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA at the above-mentioned Address.

12. Members are requested to:

- a) Notify the changes if any, in address, contact details, bank account etc. immediately to the Company and to the Registrar and Share Transfer Agent.
- b) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent ('RTA').

13. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

Route map to the venue of 07th Annual General Meeting



Ultravibrant Integrated Energy Limited

(Formerly known as Ultravibrant Solar Energy Limited, Prior to that Ultravibrant Solar Energy Private Limited)

Plot No. F-20(A), Malviya Industrial Area, Malviya Nagar Jaipur, Rajasthan - 302017



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE 7TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ULTRAVIBRANT INTEGRATED ENERGY LIMITED (FORMERLY KNOWN AS ULTRAVIBRANT SOLAR ENERGY LIMITED, PRIOR TO THAT ULTRAVIBRANT SOLAR ENERGY PRIVATE LIMITED) HELD ON MONDAY, 10TH DAY OF AUGUST, 2026 AT 12:00 P.M. AT ITS REGISTERED OFFICE SITUATED AT PLOT NO. F-20(A) MALVIYA NAGAR INDUSTRIAL AREA, JAIPUR-302017 RAJASTHAN

ITEM NO. 3 APPROVAL FOR INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

The Company in order to meet its growth objectives and to strengthen its financial position is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company.

Hence the board of directors of the Company (Board), vide their resolution dated Tuesday, August 4, 2026 has proposed to increase the authorised share capital of the Company. Pursuant to Sections 61(1) and 64(1)(a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorised share capital.

In order to reflect the increase authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Clause V was tabled and initialled for discussion:

V. The Authorised Share Capital of the Company is ₹ 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 5,50,00,000 Equity Shares of ₹ 10/- (Rupees Ten only) each.

The existing & proposed capital structure after considering the increment/ reclassification is as follows:

Existing			Proposed		
Particulars	No. of Shares	Share Capital (In Rs.)	Particulars	No. of Shares	Share Capital (In Rs.)
Authorised Share Capital	1,00,000	10,00,000	Authorised Share Capital		
Equity shares of Rs.10 each			Equity Shares of Rs. 10/- each	5,50,00,000	55,00,00,000
			Total Authorised	5,50,00,000	55,00,00,000



			Share Capital		
Issued, Subscribed & Paid Up Share Capital			Issued, Subscribed & Paid Up Share Capital		
Equity shares of Rs. 10/- each fully paid up	10,000	1,00,000	Equity shares of Rs. 10/- each fully paid up	10,000	1,00,000

As Per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders. None of the Directors or their relatives is in any way interested or concerned in the resolution.

ITEM NO. 4 APPROVAL FOR THE ISSUANCE OF BONUS SHARES

The board of directors ("Board") in its meeting held on 4th day of August, 2026 considered it desirable to recommend the issue of fully paid-up bonus equity shares in the proportion of 3499 new bonus equity shares bearing face value of ₹ 10 each for every 1 existing fully paid-up equity shares bearing face value of ₹ 10 each held by the holders of the equity shares of the Company, whose names shall appear in the register of members or in the respective beneficiary account with their respective Depository Participants as on 4th day of August, 2026 (i.e., Record Date) by capitalizing ₹34,99,00,000 (Rs. Thirty Four Crores and Ninety Nine Lakhs), the amount standing to the credit of free reserves, as may be considered appropriate for the purpose of issue.

The bonus shares shall rank pari passu to the existing shares of the Company on the Record date. The proposed bonus issue shall be treated for all purposes as an increase of the nominal amount of equity share capital of the Company held by each such member and is not in lieu of dividend.

The details of equity share capital of the Company pre and post the Bonus Issue shall be as under:

- a) Number of shares pre-Bonus Issue: 10,000 equity shares of ₹ 10 each aggregating to a share capital of ₹ 1,00,000.
- b) Number of shares post-Bonus Issue: 3,50,00,000 equity shares of ₹ 10 each aggregating to a share capital of ₹35,00,00,000
- c) Number of Equity Shares to be issued as Bonus Shares: 3,49,90,000 Equity Shares of ₹ 10 each aggregating to ₹34,99,00,000

Further, the following shall be taken note of:

- a) the Company has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it.
- b) the Company has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus;
- c) any partly paid-up shares of the Company, if any, outstanding on the date of allotment, will be made fully paid-up; and



d) any of the promoters or directors of the Company are not a fugitive economic offender.

The Board recommends the Ordinary Resolution as Item No. 4 of the Notice resolution for approval by the shareholders of the Company.

Except to the extent of their respective shareholding and consequential entitlement to Bonus Shares, none of the Directors, Key Managerial Personnel or their relatives has any other financial or other interest in the proposed resolution.

ITEM NO. 5 APPOINTMENT OF MS. MONICA SHARMA (DIN: 11574321) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Company intends to list its equity shares ("Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares ("Offer"). In connection with the Offer, the Company will be required to comply with the Companies Act, 2013 ("Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

Pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the board of directors ("Board") of the Company in their respective meetings held on 04th August, 2026, Ms. Monica Sharma is proposed to be appointed as an independent director of the Company, in accordance with applicable laws, as provided in Section 149(6) the Companies Act, 2013 and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") each as amended. Further, the Company has received the consent in writing from Ms. Monica Sharma to act as a director in Form DIR-2, intimation to the effect that she is not disqualified to be appointed as a director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In this connection, the Board is of the opinion that Ms. Monica Sharma fulfils the criteria for independent directors, as set out in the Companies Act, related rules framed thereunder and the SEBI Listing Regulations and that Ms. Monica Sharma is independent of the management of the Company. The profile of Ms. Monica Sharma is attached as Annexure-1 herein in terms of the Secretarial Standard on General Meetings – 2 and the SEBI Listing Regulations.

The Board has recommended the appointment of such director as an independent director for a term of 5 years subject to such directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of such director as an independent director for a term of 5 years subject to such directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The Board recommends the Special resolution as Item No. 5 of the Notice for approval of the members of the Company.



None of the directors, key managerial personnel, senior management personnel and relatives of directors and/or key managerial personnel or senior management personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 6 ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

It is proposed to amend the Memorandum of Association to replace existing main objects of the Company under clause III (A) of the Memorandum of Association of Company.

As per Section 13 of the Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. The directors recommend the Resolution in the best interest of the Company for your approval.

The Board of Directors of the Company (the "**Board**") seeks consent of the shareholders of the Company by way of a special resolution for amendment of Memorandum.

None of the Directors, key management personnel and/or their relatives, except to the extent of their shareholding, if any are in any way concerned or interested, financially or otherwise, in the said resolution as set out in Item No. 6 of the Notice.

The Directors recommend Item No. 6 for the approval of the members, as stated in the Notice convening this meeting.

ITEM NO.7 APPROVAL AND ADOPTION OF ULTRAVIBRANT EMPLOYEE STOCK OPTION PLAN 2026 FOR THE EMPLOYEES OF THE COMPANY, ITS SUBSIDIARIES AND ASSOCIATE COMPANIES

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme.

Brief Description of The Plan	It is proposed to implement the Ultravibrant Employee Stock Option Scheme, 2026 (hereinafter referred to as the "ESOP 2026", "scheme" or "plan"), pursuant to which share-based benefits will be granted to eligible employees with a view to reward the talents, motivate the work- force, create an employee ownership culture, attract and retain talents and ensure sustained growth. The Board of Directors of the Company ("Board") at their meeting held on August 4, 2026 have granted their approval to the introduction and implementation of the Plan, subject to approval of Members.
Total number of	Total number of employee stock Options (" Options ") shall not



options to be granted and maximum number of options that can be granted under the Plan	exceed such number of Options that convert into maximum 10,82,474 (Ten Lakhs Eighty Two Thousand Four Hundred Seventy Four) fully paid-up Shares (or such other adjusted figure/number for any reorganization of capital structure undertaken in accordance with the Scheme) in the Company, having face value of Rs. 10/- each. Unless otherwise determined by the Committee, if an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the pool of Options and shall become available for future Grants, subject to compliance with the provisions of the applicable laws.
Identification of class of employees to participate and be beneficiaries in the scheme	Subject to the determination/selection by the Board/ Committee, the following class of employees are eligible to be granted Options under ESOP 2026: (i) a permanent employee of the Company or the subsidiary or the Associate working in India or outside India; or (ii) executive directors (including managing director) whether in India or outside India; or (iii) employees as mentioned in (i) and (ii) above of a Company's subsidiary or the Associate company, in India or outside India, or of a holding company of a Company; or (iv) any other person that the Company may designate as an employ subject to Applicable Law. The following class of employees are not eligible to be granted Options under ESOP 2026: (i) an employee who is a promoter or belongs to the promoter group; (ii) director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company; (iii) Independent director of the Company.
Requirements of vesting and vesting period, maximum period within which options will get vested	The vesting of the stock options would be subject to the terms and conditions as may be stipulated by the Board/Committee from time to time including but not limited to continued employment of the eligible employees with the Company, its subsidiaries and/or associates. The minimum vesting period of the stock options shall be 1 year. The vesting schedule and conditions are explained in



	detail at Clauses 7 and 8 of ESOP 2026. The number of stock options and terms of the same made available to employees (including vesting period) may vary at the sole discretion of the Board/Committee. The maximum period within which the options shall vest from the date of grant (or such other period as decided in the sole discretion of the Board/Committee, from time to time) shall be set out in the grant letters issued to the eligible employees.
Appraisal Process for determining the eligibility of the employees to employee Stock Options	The Board/ Committee shall determine the criteria for eligible employees under ESOP 2026, based on any one or more of the attributes like designation, period of service, performance linked parameters, Company's overall performance and such other criteria as the Board / Committee may deem fit.
Exercise price and pricing formula	The exercise price for the Options shall be determined by the Board / Committee at the time of grant of such Options and shall be set out in the grant letter to be issued to eligible employees. The exercise price may be different for different employees or classes thereof.
Exercise period and process of exercise	Exercise Period is 2 years from the date on which Options have been vested. The vested Options can be exercised by the Option grantees by a written application to the Company in the format as may be prescribed keeping in view the administrative and/ or the legal requirements prevailing at that time and upon payment of the exercise consideration and applicable taxes.
Maximum number of options to be granted per employee and in aggregate	The number of options that may be granted to any specific employee of the Company under the ESOP 2026 shall not exceed 1% of the issued equity share capital of the Company. If the number of Options that may be offered to any specific employee be equal to or exceeds 1% of the issued share capital (excluding warrants & conversion of the convertible securities) of the Company at the time of grant of Options, then the Company shall take prior approval from members of the Company.



Transfer restrictions	The Option Grantee shall not transfer any shares issued pursuant to exercise of vested options unless such transfer is in conformity with Articles of Association of the Company and ESOP 2026.
Conditions under which vested Option may lapse	The conditions under which Options vested in employees may lapse on discontinuation of service are explained in detail at Clauses 7 & 8 of ESOP 2026. Further, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.
Exercise period in the event of termination or resignation of employee	The Exercise period in event of termination or resignation of an employee, shall be as per Clause 8 of the ESOP 2026.
Method of accounting, valuation and disclosure policies of options	The Company shall follow the laws/regulations applicable to accounting related to options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) issued by Institute of Chartered Accountants of India (ICAI) and relevant Accounting Standards as may be prescribed by the Central Government from time to time, and comply with the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB Regulations, as applicable
Lock-In-Period, if any	Subject to provisions of the applicable laws, the Equity Shares arising out of Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such Equity Shares under ESOP 2026. Provided that the Equity Shares allotted on such Exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015
Whether the plan is implemented by Company or trust	The Company shall directly implement and administer the ESOP 2026 through the Committee/Board



The Board recommends the resolution(s) set out at Item Number 7 of this notice to the members for their consideration and approval, by way of the Special Resolution.

None of the persons specified in Section 102 of the Act, namely the promoters, directors, key managerial persons, relatives of promoters, directors and key managerial persons or the entities comprising the interest of promoters, directors or key managerial persons, are concerned or interested in the above resolution. However, the directors and key managerial personnel may be deemed to be concerned or interested in these resolutions to the extent of Options that be granted to them.

ITEM NO. 8 APPROVAL OF THE RELATED PARTY TRANSACTION TO PURCHASE A PROPERTY IN THE NAME OF THE COMPANY

The Company is presently carrying on its business operations from the immovable property situated at Plot No. F-20(A), Malviya Nagar Industrial Area, Jaipur - 302017, Rajasthan ("Property"), which is currently occupied by the Company under a lease arrangement.

The said Property is owned by Mrs. Kavita Rajpurohit, wife of Mr. Rajeshwer Singh, Chairman and Managing Director of the Company. Accordingly, Mrs. Kavita Rajpurohit is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013.

Considering the strategic importance of the Property to the Company's operations and long-term business plans, the Board of Directors is of the view that acquisition of the Property would be commercially beneficial and in the best interests of the Company. Ownership of the Property would provide operational certainty, eliminate future lease-related risks, strengthen the Company's asset base and provide long-term value to the Company and its stakeholders.

The Audit Committee and the Board of Directors have reviewed the proposed transaction and are satisfied that the acquisition is commercially prudent, is proposed to be undertaken on an arm's length basis and at a fair market value, and is in the ordinary course of the Company's business requirements.

The proposed purchase consideration is Rs. 9.40 Crores (Rupees Nine Crores Forty Lakhs only), which has been arrived at after considering the prevailing market value of similar industrial properties in the locality and an independent valuation obtained by the Company. The Board is satisfied that the consideration represents a fair value for the Property and is not prejudicial to the interests of the Company or its shareholders.

Since the proposed acquisition constitutes a transaction with a Related Party involving the purchase of property, the transaction falls within the ambit of Section 188(1)(b) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. Further, considering that the value of the proposed transaction exceeds the prescribed materiality thresholds under the Companies Act, 2013, approval of the Members by way of a Special Resolution is required.

The principal terms of the proposed transaction are as follows:

Particulars	Details
Name of Related Party	Mrs. Kavita Rajpurohit
Name of Director or Key Managerial Personnel who is related and nature of	Wife of Mr. Rajeshwer Singh, Chairman & Managing Director

**ULTRAVIBRANT INTEGRATED ENERGY LIMITED**

CIN Number - U42201RJ2019PLC065423 GSTIN - 08AACCU4517F1ZG PAN - AACCU4517F

www.vibrantsolar.in +91 9251611702

Particulars	Details
Relationship	
Nature of Transaction/ Material Terms	Purchase of immovable property for Rs. 9.40 crore
Property	Plot No. F-20(A), Malviya Nagar Industrial Area, Jaipur - 302017, Rajasthan
Monetary Consideration	Rs. 9.40 Crores
Particulars of Contract	Sale deed of immovable property situated at Plot No. F-20(A), Malviya Industrial Area, Malviya Nagar Jaipur, Rajasthan - 302017 owned by Mrs. Kavita Rajpurohit
Commercial Rationale	Acquisition of the existing operational premises for long-term business requirements and elimination of lease dependency

The Board has also authorised Mr. Bhagirath Singh (DIN: 10661374), Whole-time Director, to negotiate and finalise the commercial terms, undertake due diligence, execute all agreements and conveyance documents, complete registration formalities, make payments, appoint professionals, represent the Company before various statutory authorities and perform all such acts, deeds and things as may be necessary for completion of the proposed acquisition.

The Board is of the opinion that the proposed acquisition is fair, reasonable, commercially beneficial and in the best interests of the Company and its shareholders. The transaction is expected to strengthen the Company's operational infrastructure, provide long-term business stability and create enduring value for the Company.

Interest of Directors and Key Managerial Personnel

Except Mr. Rajeshwer Singh, being the Chairman and Managing Director of the Company, and Mrs. Kavita Rajpurohit, the proposed seller of the Property and related party, and their respective relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The relevant documents, including the valuation report, draft transaction documents and such other documents as may be relevant, shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting.

The Board of Directors recommends the Special Resolution set out in Item No. 8 of the Notice for approval of the Members.

**BY ORDER OF BOARD OF DIRECTORS
FOR ULTRAVIBRANT INTEGRATED ENERGY LIMITED
(Formerly known as Ultravibrant Solar Energy Limited,
Prior to that Ultravibrant Solar Energy Private Limited)**

**DATE: 04.08.2026
PLACE: JAIPUR**

Rajeshwer Singh
Digitally signed
by Rajeshwer
Singh
Date: 2026.08.04
16:44:04 +05'30'

**RAJESHWER SINGH
(Chairman and Managing Director)
(DIN- 07110937)**

BHAGIRATH SINGH
Digitally signed
by BHAGIRATH
SINGH
Date: 2026.08.04
16:44:23 +05'30'

**BHAGIRATH SINGH
(Whole Time Director)
(DIN- 10661374)**

Ultravibrant Integrated Energy Limited

(Formerly known as Ultravibrant Solar Energy Limited, Prior to that Ultravibrant Solar Energy Private Limited)

Plot No. F-20(A), Malviya Industrial Area, Malviya Nagar Jaipur, Rajasthan - 302017

**ULTRAVIBRANT INTEGRATED ENERGY LIMITED**

CIN Number - U42201RJ2019PLC065423 GSTIN - 08AACCU4517F1ZG PAN - AACCU4517F

www.vibrantsolar.in +91 9251611702**ANNEXURE-1**

Name	Ms. Monica Sharma
Date of Birth	30.12.1970
Age	55 years
PAN	AZTPS7750B
Qualifications	Ph.D (Industrial Engineering), MBA (Production and Operations Management), B.E (Mechanical)
Brief Resume	Ms. Monica Sharma is a passionate researcher presently working as a Professor in the Department of Management Studies and also serving as Professor in the Mechanical Engineering Department at Malaviya National Institute of Technology, Jaipur. Her areas of research are Industrial Engineering, Manufacturing Excellence, Entrepreneurship, SCM, Lean Manufacturing, and Sustainable Manufacturing.
Experience	Experience of 20 years and more as a professor and researcher in the areas of Industrial Engineering, Manufacturing Excellence, Entrepreneurship, SCM, Lean Manufacturing, and Sustainable Manufacturing.
DIN	11574321
Date of first appointment on the Board	05.03.2026
Terms and Conditions of appointment	Non-executive Independent Director, not liable to retire by rotation

Ultravibrant Integrated Energy Limited

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Plot No. F-20(A), Malviya Industrial Area, Malviya Nagar Jaipur, Rajasthan - 302017

**ULTRAVIBRANT INTEGRATED ENERGY LIMITED**

CIN Number - U42201RJ2019PLC065423 GSTIN - 08AACCU4517F1ZG PAN - AACCU4517F

www.vibrantsolar.in +91 9251611702

Sitting Fees	Pursuant to the provisions of Section 197(5) of the Companies Act, Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to the limits prescribed under the Companies Act, Ms. Monica Sharma shall be paid sitting fees of Rs. 10,000 for attending each meeting of the Board and Rs. 5,000 for attending each meeting of the committees constituted by the Board thereof and to paying travelling and accommodation expenses, based on actuals, as detailed in the letter of appointment.
Remuneration last drawn	NIL
No. of Board Meetings attended in current Financial Year	02
Number of Shares held in the Company	NIL
Membership/Chairmanship of Committees of other Boards	NIL
List of other than Indian Directorships/partnership held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
Listed entities from which resigned during the last three years	NIL
Relationship with other Directors	Not related to any of the directors of the Company

Ultravibrant Integrated Energy Limited

(Formerly known as Ultravibrant Solar Energy Limited, Prior to that Ultravibrant Solar Energy Private Limited)

Plot No. F-20(A), Malviya Industrial Area, Malviya Nagar Jaipur, Rajasthan - 302017



ULTRAVIBRANT INTEGRATED ENERGY LIMITED

CIN Number - U42201RJ2019PLC065423 GSTIN - 08AACCU4517F1ZG PAN - AACCU4517F

www.vibrantsolar.in +91 9251611702

ATTENDANCE SLIP

Regd. Folio No.: _____

*DP ID: _____

*Client ID: _____

No. of shares held: _____

I certify that I am a registered Shareholder/proxy for the registered Shareholder of Ultravibrant Integrated Energy Limited and hereby record my presence at the 07th Annual General Meeting of the Company on Monday, 10th August, 2026 at 12:00 P.M at its Registered Office situated at Plot No. F-20(A) Malviya Nagar Industrial Area, Jaipur- 302017 Rajasthan.

Shareholder's/Proxy's name in Block Letters

Shareholder's /Proxy's Signature

*Applicable for investors holding shares in electronic form.

Note: Please fill this attendance slip and hand it over at the entrance.

Ultravibrant Integrated Energy Limited

(Formerly known as Ultravibrant Solar Energy Limited, Prior to that Ultravibrant Solar Energy Private Limited)

Plot No. F-20(A), Malviya Industrial Area, Malviya Nagar Jaipur, Rajasthan - 302017

**ULTRAVIBRANT INTEGRATED ENERGY LIMITED**

CIN Number - U42201RJ2019PLC065423 GSTIN - 08AACCU4517F1ZG PAN - AACCU4517F

www.vibrantsolar.in +91 9251611702**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]

CIN : U42201RJ2019PLC065423
Name of the Company : ULTRAVIBRANT INTEGRATED ENERGY LIMITED
Registered office : PLOT NO. F-20(A) MALVIYA NAGAR INDUSTRIAL AREA,
JAIPUR- 302017 RAJASTHAN

Name of the member (s)	:	_____
Registered address	:	_____
E-mail Id	:	_____
Folio No/ Client Id	:	_____
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/her

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

3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 07th Annual General Meeting of the company, to be held on Monday, 10th August, 2026 at 12:00 P.M at its Registered Office situated at Plot No. F-20(A) Malviya Nagar Industrial Area, Jaipur- 302017 Rajasthan and at any adjournment thereof in respect of such resolutions as are indicating below:

Resolution No.	Resolutions
<u>Ordinary Business</u>	
1.	Adoption of Financial Statements
2.	Reappointment of Mr. Rajeshwer Singh, Chairman and Managing Director (DIN: 07110937), liable to retire by rotation
<u>Special Business</u>	
3.	Approval for increase in the authorized share capital of the company and amendment to the memorandum of association
4.	Approval for the Issuance of Bonus Shares

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5. Appointment of Ms. Monica Sharma (DIN: 11574321) as an Independent Director of the company
6. Approval for alteration in main object clause and adoption of amended memorandum of association
7. Approval and adoption of Ultravibrant Employee Stock Option Plan 2026 for the Employees of the Company, its Subsidiary and associate companies
8. Approval of the related party transaction to purchase a property in the name 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.

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