



# INSOLATION ENERGY LTD.



CIN: L40104RJ2015PLC048445

03<sup>rd</sup> June, 2026

To,  
The Manager,  
Listing Department  
BSE Limited  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001  
**BSE Scrip Code: 543620**

To,  
The Manager,  
Listing Department  
National Stock Exchange of India Limited  
'Exchange Plaza' C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051  
**NSE Symbol: INA**

**Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') as amended from time to time, Please find enclosed herewith a copy of Notice of Postal Ballot ('Notice') of Insolation Energy Limited ('the Company') dated 25<sup>th</sup> May, 2026, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the Listing Regulations, for seeking the approval of the members of the Company by way of Postal Ballot only through voting by electronic means for following purposes: -

- To approve the continuation of Directorship of Mr. Anil Kumar Gupta (DIN: 03573328) as an Non-Executive Independent Director of the company;
- To approve the amendment to the Insolation Energy Employee Stock Option Plan 2024 ("ESOP 2024"/ "PLAN").

In this connection, we also wish to inform that the company has engaged the services of the National Securities Depository Limited ('NSDL') for providing remote e-Voting facility to its members. The Company has circulated the Postal Ballot Notice, along with the Explanatory Statement pertaining to the above resolutions, to the Members whose names appear in the Register of Members/list of Beneficial Owners maintained by the Company/Registrar & Transfer Agent/Depositories as on Friday, 29<sup>th</sup> May, 2026 (Cut-off date). The e-voting shall commence on Thursday, 04<sup>th</sup> June, 2026 at 09:00 A.M. (IST) and will end on Friday, 03<sup>rd</sup> July, 2026 at 05:00 P.M. (IST).

This is for your information and record.

Thanking You,

**For and on behalf of Insolation Energy Limited**

**Nitesh Sharma**  
**Company Secretary and Compliance Officer**  
**ACS: 66702**  
**Encl: As above**

**Regd./Corp. Office:** Fluidcon House, C-02, New Aatish Market Extension, Mansarovar, Jaipur (Raj.) - 302020  
**Ph.:** +91-141-2996001, 2996002  
**INA 1: Factory** - Near Daulatpura Toll Tax, Jaipur-Delhi Bypass, Jaipur (Raj.) - 303805  
**INA 2: Factory** - Jatawali Industrial Area, Tehsil Chomu, Jaipur (Raj.)- 303806  
**INA 3: Factory** - NH - 48, Sawarda, Delhi -Ajmer Expressway, Jaipur (Raj.)- 303348  
**INA 4 & 5: Factory** - Mohasa-Babai, Narmadapuram, Bhopal, (MP) - 411661  
**Delhi Office:** 607, Indraprakash Building, 21 Barakhamba Road, New Delhi - 110001 | **Ph.:** +91-11-43723333  
**www.insolationenergy.in | info@insolationenergy.in**

Listed at:



**Insolation Energy Limited**  
(CIN: L40104RJ2015PLC048445)

Regd. Office: C-02, New Aatish Market Extension, Mansarovar, Jaipur - 302020, Rajasthan  
Tel.: +91-141-2996001 Website: [www.insolationenergy.in](http://www.insolationenergy.in) Email: [cs@insolationenergy.in](mailto:cs@insolationenergy.in)



**NOTICE OF POSTAL BALLOT**

**Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively the **'MCA Circulars'**), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) to transact the special businesses as set out hereunder by passing Resolution through postal ballot, by voting only through electronic means (**'remote e-Voting'**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

This Postal Ballot Notice (**"Notice"**) is being sent by email only, to the members whose email addresses are registered with the Company/ Depository Participants (**'DP'**)/ Depository/ Registrar & Share Transfer Agent (**'RTA'**) of the Company. If any member's e-mail address is not registered or updated with Company/ Depository Participants (**'DP'**)/ Depository/ Registrar & Share Transfer Agent (**'RTA'**) of the Company they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Notice. The Notice is also available on the website of the Company and can be accessed at web-link [www.insolationenergy.in](http://www.insolationenergy.in).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-Voting facility to its members. The remote e-Voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members are requested to read the instructions given in

the Notice for the detailed procedure on remote e-Voting which forms part of the 'Notes' section to this Notice.

The proposed resolution(s) along with the Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions if any, of the Act read with rules framed thereunder, pertaining to the resolutions setting out the material facts and reasons thereof, are annexed to this Notice. The Board of Directors of your Company has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300) partner of M/s. Pinchaa & Co., Company Secretaries, Jaipur as the Scrutinizer for conducting this Postal Ballot/e- Voting process in a fair and transparent manner.

Members are requested to read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The votes can be cast during the following voting period:

<b>Cut-off date for eligibility to vote</b>	Friday, 29 <sup>th</sup> May, 2026
<b>Commencement of e-Voting period</b>	09:00 A.M. (IST) on Thursday, 04 <sup>th</sup> June, 2026
<b>Conclusion of e-Voting period</b>	05:00 P.M. (IST) on Friday, 03 <sup>rd</sup> July, 2026

The e-Voting facility will be disabled by NSDL immediately thereafter and the remote e-voting shall not be allowed beyond the said date and time. Members may please note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The said result along with the scrutinizer's report will be uploaded on the Company's website and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

The last date of the e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority. The proposed resolution requiring consent of Members through Postal Ballot are as under:

**SPECIAL BUSINESS(S):**

**ITEM NO. 01: TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. ANIL KUMAR GUPTA (DIN: 03573328) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION(S) AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and on the recommendation(s) of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for continuation of Directorship of Mr. Anil Kumar Gupta (DIN: 03573328), as an Non-Executive Independent Director of the company, who shall attain the age of 75 years on 10<sup>th</sup> July, 2026, till the expiry of his present term as an Non-Executive Independent Director on the existing terms and conditions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

**ITEM NO. 02: TO APPROVE THE AMENDMENT TO THE INSOLATION ENERGY EMPLOYEE STOCK OPTION PLAN 2024 (“ESOP 2024”/ “PLAN”)****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION(S) AS A SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013, read with rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and pursuant to applicable Regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time, read with all circulars and notifications issued thereunder (“SEBI (SBEB & SE) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, read with all circulars and notifications issued thereunder (“SEBI Listing Regulations”), and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines if any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the “Applicable Laws”), the memorandum of association and articles of association of Insolation Energy Limited (“the Company”) and subject to any other approvals, consents, permissions and sanctions, as may be necessary and 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 (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee), the Insolation Energy Employee Stock Option Plan 2024 (“ESOP 2024”/ “Plan”) as approved by the Board at its meeting held on Saturday, 03<sup>rd</sup> February, 2024 and approved by the Members of the Company at the Extraordinary General Meeting of the Company held on Monday, 04<sup>th</sup> March, 2024, and as amended from time to time in accordance with the aforesaid provisions and based upon the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”), the consent of the Members be and is hereby accorded for amendments / modifications in Insolation Energy Employee Stock Option Plan 2024 (“ESOP 2024”/ “Plan”) as mentioned in the Explanatory Statement, annexed to the Notice.

**RESOLVED FURTHER THAT** the amendment as stated above and detailed in the Explanatory Statement annexed to the Notice convening this meeting is not prejudicial to the interests of the Option holders.

**RESOLVED FURTHER THAT** all other terms and conditions of the Insolation Energy Employee Stock Option Plan 2024 (“ESOP 2024”/ “Plan”) and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board and/or the Committee, with regard to implementation and administration of the Insolation Energy Employee Stock Option Plan 2024 (“ESOP 2024”/ “Plan”), shall remain unchanged and continue to be in force except the amendment mentioned in this resolution and explanatory statement to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Nomination & Remuneration Committee or Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the said purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in connection with the implementation of the resolution including but not limited to determination of eligibility or otherwise of employees of the Company / Subsidiary Company / associate / group companies as applicable or any other grantees

who continue to be covered by the Insolation Energy Employee Stock Option Plan 2024 (“ESOP 2024”/ “Plan”) for availing the benefits extended under the same.”

**For and on behalf of the Board of Directors  
Insolation Energy Limited**

**Date: 25<sup>th</sup> May, 2026  
Place: Jaipur**

**Sd/-  
Nitesh Sharma  
Company Secretary & Compliance Officer  
ACS: 66702**

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment as Non-Executive Independent Director are also annexed to this Notice.
2. The Company in compliance with the Companies (Management and Administration) Rules, 2014, has appointed Mr. Akshit Kumar Jangid (Membership No. F11285, CP No. 16300) Practicing Company Secretary, partner of M/s. Pinchaa & Co., Jaipur, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The result of the e-Voting will be announced not later than 2 working days of the conclusion of the e-Voting and the same will be communicated to BSE Limited and National Stock Exchange of India Limited and shall also be available on the Company's website [www.insolationenergy.in](http://www.insolationenergy.in) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com) and also will be displayed at the Registered Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting Friday, 03<sup>rd</sup> July, 2026.
4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 29<sup>th</sup> May, 2026 ("Cut -off Date") received from the Depositories and whose Email ID is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. This Postal Ballot Notice will also be available on the Company's website at [www.insolationenergy.in](http://www.insolationenergy.in), websites of the Stock Exchanges, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com).
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants.
8. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [cs@insolationenergy.in](mailto:cs@insolationenergy.in).
9. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on

the Cut-Off Date. A person who is not a Member on the cut-off date should treat this Notice for information purpose only. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

10. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and relevant Circulars issued by SEBI from time to time, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Big share Services Private Limited at [kishorm@bigshareonline.com](mailto:kishorm@bigshareonline.com) in case the shares are held in physical form.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 09:00 A.M. (IST) on Thursday, 04<sup>th</sup> June, 2026 and ends on 05:00 P.M. (IST) on Friday, 03<sup>rd</sup> July, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter and the remote e-voting shall not be allowed beyond the said date and time. Members may please note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) Friday, 29<sup>th</sup> May, 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 Friday, 29<sup>th</sup> May, 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	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> 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

<p>demat mode with NSDL</p>	<p>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.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="592 1592 1096 1888" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab</p>

with CDSL	<p>and then use your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

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

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
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 [ppincha@gmail.com](mailto:ppincha@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.com](mailto: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 [cs@insolationenergy.in](mailto:cs@insolationenergy.in).
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 [cs@insolationenergy.in](mailto:cs@insolationenergy.in). 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](mailto: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 STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the special businesses mentioned under Item No. 01 & Item No. 02 of the accompanying notice:

**ITEM NO. 01:**

As per Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), no listed Company shall appoint or continue the appointment of a non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Anil Kumar Gupta (DIN: 03573328), was appointed as Non-Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> February, 2024 to 09<sup>th</sup> February, 2029 in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

The said director shall attain the age of 75 years on 10<sup>th</sup> July, 2026 and approval from the Members by way of a Special Resolution is required to enable him to continue as Independent Directors of the Company.

The continuation of Mr. Anil Kumar Gupta (DIN: 03573328) on the Board of the Company is necessary considering his experience in diverse fields, skills and meaningful participation/discussions in the Board process on various vital matters related to the business of the Company which supports to the management significantly while taking decisions on various affairs of the Company from time to time.

The brief profile of Mr. Anil Kumar Gupta (DIN: 03573328), Non-Executive Independent Director of the Company is given below:

Mr. Anil Kumar Gupta, Former MD, JdVVNL & JVVNL, is a seasoned professional with a diverse background in the energy sector. He obtained his BE in Electrical Engineering from MITS, Gwalior. He began at RSEB in 1973, advancing to leadership roles like Chief Engineer, Whole Time Director (Technical). Carrying Vast Experience with Department of Energy, Govt of Rajasthan. He's undergone Professional Training in USA & Singapore arranged by Govt of India.

He is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Members’ approval is sought for the continuation of Mr. Anil Kumar Gupta as Non-Executive Independent Director of the Company after attaining the age of 75 years on 10<sup>th</sup> July, 2026.

Except Mr. Anil Kumar Gupta (DIN: 03573328), None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at item no. 01 of the Notice for approval of the Members by Special Resolution.

Further, the Board has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable

members to understand the meaning, scope and implications of the item of business and to take decision thereon.

Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions is as **Annexure – A**.

**ITEM NO. 02:**

The Board of Directors of the Company understands the need to enhance the employee engagement and to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and which includes alignment of personal goals of the employees with organisational objectives by participating in the ownership of the Company. In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors in its meeting held on Saturday, 03<sup>rd</sup> February, 2024, and the Members of the Company at their Extraordinary General Meeting held on Monday, 04<sup>th</sup> March, 2024, originally approved the Insolation Energy Employee Stock Option Plan 2024 ("ESOP 2024" / "Plan"), further provided the extension of its benefits to the eligible employees of subsidiary/associate/group companies as applicable and subsequently approved by the shareholders at their Extraordinary General Meeting held on 17<sup>th</sup> June, 2024.

The existing Insolation Energy Employee Stock Option Plan, 2024 ("ESOP 2024" / "Plan") has been reviewed, and it has been identified that certain clauses, sub-clauses, and paragraphs require modification, updation, and alignment with the changes arising from various corporate actions viz. stock split, migration from SME Platform of BSE Limited to the Mainboard of BSE Limited and direct listing on the Capital Market segment (Main Board) of National Stock Exchange of India Limited (NSE) etc. as undertaken by the Company from time to time. In order to ensure clarity, remove inconsistencies, and incorporate necessary changes in line with applicable provisions, it is proposed to update certain Para, Sub-Clause & Clauses as mentioned below: -

S.No.	Clause no.	Existing clause	Amended/revised clause/ changes to the ESOP Scheme
1	"Associate Company"  Para No. ii. of Sub-Clause 2.1 of Clause 2 Definitions	<b>"Associate Company"</b> means any present or future associate company(ies) of the Company as per the provisions of the Companies Act.	<b>"Associate Company"</b> means any present or future associate company(ies) of the Company as defined under section 2(6) of the Companies Act, 2013, as amended from time to time.
2.	<b>"Company"</b>  Para No. vi. of Sub-Clause 2.1 of Clause 2 Definitions	<b>"Company"</b> means 'Insolation Energy Limited, a company registered in India under the provisions of the Companies Act, 2013, having CIN: L40104RJ2015PLC048445 and having its registered office at G-25, City Centre, Sansarchand Road, Near MI Road, Jaipur RJ 302001 IN.	<b>"Company"</b> means 'Insolation Energy Limited', a company registered in India under the provisions of the Companies Act, 2013, having CIN: L40104RJ2015PLC048445 and having its registered office at C-02, New Aatish Market Extension, Mansarovar, Jaipur - 302020, Rajasthan, India.
3.	<b>"Shares"</b>	<b>"Shares"</b> means equity shares of the Company of face value of Rs.	<b>"Shares"</b> means as defined under the Companies Act, 2013 and SEBI

	Para No. xxxi. of Sub-Clause 2.1 of Clause 2 Definitions	10 (Ten) each fully paid-up including the equity shares arising out of the Exercise of Options granted under ESOP 2024.	Regulations.
4.	<b>“Stock Exchange”</b> Para No. xxxii. of Sub-Clause 2.1 of Clause 2 Definitions	<b>“Stock Exchange”</b> means the National Stock Exchange of India Limited (NSE) on which the Company’s Shares are listed.	<b>“Stock Exchange”</b> means the BSE Limited, National Stock Exchange of India Limited or any other stock exchange in India on which the Company’s Shares are Listed.
5.	Sub-Clause 3.1 & 3.2 of Clause 3 Authority and Ceiling	<p>3.1 The shareholders of the Company by way of special resolution will approve the Plan authorizing the Committee to Grant not exceeding 2,00,000 Options to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 2,00,000 Shares of face value of Rs. 1/- each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan.</p> <p>3.2 The maximum number of Options that may be granted per Employee and in aggregate shall be decided by the Committee depending upon the designation and the appraisal/ assessment process.</p> <p>However, the Grant of Options to identified Employees, during any one year shall not be equal to or exceeding 1% of the issued capital of the company at the time of grant of option.</p> <p>Further, approval of shareholders by way of</p>	<p>3.1 The shareholders of the Company by way of special resolution will approve the Plan authorizing the Committee to Grant not exceeding 20,00,000 Options to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 20,00,000 Shares of face value of Re. 1/- each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan.</p> <p>3.2 The maximum number of Options that may be granted per Employee and in aggregate shall be decided by the Committee depending upon the designation and the appraisal/ assessment process.</p> <p>However, the Grant of Options to identified Employees, during any one year shall not be equal to or exceeding 1% of the issued capital of the company at the time of grant of option.</p> <p>Further, approval of shareholders by way of separate resolution in the general meeting shall be obtained before</p>

		<p>separate resolution in the general meeting shall be obtained before Grant of Options to identified Employees, during any one year equal to or exceeding 1% of the issued capital of the company at the time of grant of option.</p> <p>In addition, the maximum number of options that may be granted in aggregate shall not exceed 2,00,000 options.</p>	<p>Grant of Options to identified Employees, during any one year equal to or exceeding 1% of the issued capital of the company at the time of grant of option.</p> <p>In addition, the maximum number of options that may be granted in aggregate shall not exceed 20,00,000 options.</p>								
6.	Sub-Clause 7.1 of Clause 7 Vesting Schedule and Vesting Conditions	<p>7.1 Options granted under ESOP 2024 shall vest in following manner:</p> <table border="1" data-bbox="552 779 917 1534"> <tr> <td>At the end of 12 (twelve) months from the date of grant of option</td> <td>25 % of the options granted</td> </tr> <tr> <td>At the end of 18 (eighteen) months from the date of grant of option</td> <td>25 % of the options granted</td> </tr> <tr> <td>At the end of 24 (twenty-four) months from the date of grant of option</td> <td>25 % of the options granted</td> </tr> <tr> <td>At the end of 30 (thirty) months from the date of grant of option</td> <td>25 % of the options granted</td> </tr> </table> <p><b>Provided that</b> in case where Options are granted by the Company under the Plan in lieu of options held by a person under a similar Plan in another company (“Transferor Company”) which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this</p>	At the end of 12 (twelve) months from the date of grant of option	25 % of the options granted	At the end of 18 (eighteen) months from the date of grant of option	25 % of the options granted	At the end of 24 (twenty-four) months from the date of grant of option	25 % of the options granted	At the end of 30 (thirty) months from the date of grant of option	25 % of the options granted	<p>7.1 Vesting period of options granted under ESOP 2024 shall commence from the Grant date and shall be minimum of 1 (One) year from the Grant date, and it may extend up to maximum of 5 (Five) years from the Grant date, at the discretion of and in the manner prescribed by the Committee. The Vesting Schedule, Vesting Percentage and Other Vesting Conditions shall be communicated by the Committee to the Grantees in the Grant Letter of respective Grantees, subject to minimum and maximum Vesting Period as mentioned above. Vesting of Options can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.</p> <p>Provided that in case where Options are granted by the Company under the Plan in lieu of options held by a person under a similar Plan in another company (“Transferor Company”) which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause.</p>
At the end of 12 (twelve) months from the date of grant of option	25 % of the options granted										
At the end of 18 (eighteen) months from the date of grant of option	25 % of the options granted										
At the end of 24 (twenty-four) months from the date of grant of option	25 % of the options granted										
At the end of 30 (thirty) months from the date of grant of option	25 % of the options granted										

		Sub-clause.	
7.	Para No. (a) Exercise while in employment of Sub-Clause 8.2 of Clause 8 Exercise Period	The exercise period in respect of an exercise of option shall be a period of 18 month (Eighteen) months from the date of vesting of Option. The Company shall go for listing of such exercised shares twice in a year.	The exercise period in respect of an exercise of option shall be a period of 18 month (Eighteen) months from the date of vesting of Option.
8.	Sub-Clause 19.2 of Clause 19 Notice	All notices of communication to be given by an Option Grantee to the Company in respect of ESOP 2024 shall be sent to the address mentioned below:  <b>Human Resource Department</b>  <b>Insolation Energy Limited</b>  <b>Regd. Office.</b> G-25, City Centre, Sansarchand Road, Near MI Road, Jaipur RJ 302001 IN  <b>E-mail: cs@insolationenergy.in</b>	All notices of communication to be given by an Option Grantee to the Company in respect of ESOP 2024 shall be sent to the address mentioned below:  <b>Secretarial Department</b>  <b>Insolation Energy Limited</b>  <b>Regd. Office.</b> C-02, New Aatish Market Extension, Mansarovar, Jaipur - 302020, Rajasthan, India  <b>E-mail: cs@insolationenergy.in</b>
9.	Sub-Clause 22.1 of Clause 22 Listing of the Shares	Subject to the approval of the Stock Exchanges, the Shares issued and allotted on Exercise of the Options shall be listed on the recognized Stock Exchanges on which the Shares of the Company are listed or proposed to be additionally listed. The Company shall appoint Holani Consultants Private Limited, SEBI Registered Category I Merchant Bankers for the implementation of the Plan.	Subject to the approval of the Stock Exchanges, the Shares issued and allotted on Exercise of the Options shall be listed on the recognized Stock Exchanges on which the Shares of the Company are listed or proposed to be additionally listed. The Company may appoint SEBI Registered Category I Merchant Bankers for the implementation of the Plan as an when required.
10.	Clause 25 Allotment of Shares	-	The Board and/or the Nomination and Remuneration Committee can decide the procedure for the Exercise of Options and Allotment of Shares.

Due to subdivision/split of the equity shares of the Company into a smaller denominations from a face value of Rs. 10/- each to Re. 1/- each. The total number of equity shares of the company increased proportionately. Accordingly, the maximum number of options is being increased from 2,00,000 to 20,00,000. This adjustment ensures that the value and percentage of the original ESOP pool remain exactly the same, without causing any additional dilution.

These amendments/variations are not prejudicial to the interests of the employees. A copy of the modified Plan shall be available for inspection by the Members at the Registered Office of the Company on all working days other than Saturdays, Sundays and National Holidays between 11:00

A.M. and 1:00 P.M. up to the date of the Postal ballot and is also available on the website of the Company at [www.insolationenergy.in](http://www.insolationenergy.in).

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at item no. 02 of the Notice for approval by the Members by Special Resolution.

Further, the Board has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

**For and on behalf of the Board of Directors  
Insolation Energy Limited**

**Date: 25<sup>th</sup> May, 2026  
Place: Jaipur**

**Sd/-  
Nitesh Sharma  
Company Secretary & Compliance Officer  
ACS: 66702**

**Annexure A:**

Details of Director seeking appointment [In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

S. No.	Particulars	Details
1	Name of Director	Mr. Anil Kumar Gupta
2	DIN	03573328
3	Date of Birth and Age	10 <sup>th</sup> July 1951 (74 Years)
4	Nationality	Indian
5	Date of first appointment on the Board	10 <sup>th</sup> February, 2024
6	Qualifications	BE in Electrical Engineering from MITS, Gwalior
7	Experience and Nature of Expertise in specific functional areas	Mr. Anil Kumar Gupta, have been associated with and worked in Energy sector of Rajasthan, rendering services, primarily in Power Distribution, Generation including RE sector. He was instrumental in regulatory framework for Grid connected Solar Roof Top with net metering. He had undergone training for Distribution Efficiency management in USA and Smart Grid in Singapore, sponsored by Govt. of India.
8	Terms and Conditions of re-appointment	Not Applicable
9	Details of Remuneration last drawn	He had been paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors.
10	Details of Remuneration sought to be paid	The Company shall pay remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors.
11	Number of Board meetings attended during the Financial Year 2025-26.	5
12	Names of the Entities in which person hold the Directorships	Nil
13	Memberships / Chairmanships of committees of other companies	Nil
14	Chairmanship /Membership of Committees of the Board of Directors of the Company	He holds membership in Corporate Social Responsibility Committee and Audit Committee of the Company
15	Names of Listed Entities from which he has resigned as Director in past 3 years	Nil
16	Number of Equity Shares held in the Company (including as Beneficial Owner)	Nil
17	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.

18	In case of independent directors, Skills and capabilities required for the role and the manner in which the Directors meet the requirements	<p>The Board of Directors of the Company is of the opinion that Mr. Anil Kumar Gupta (DIN: 03573328) is a person of integrity, possesses relevant expertise and experience and considering his qualifications, extensive knowledge and rich experience in energy sector. the continuation of Mr. Anil Kumar Gupta (DIN: 03573328) is in the interest of the Company.</p> <p>He has the requisite skills and capabilities as required for business requirements of the Company.</p>
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*Note: Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included.*

**For and on behalf of the Board of Directors  
Insolation Energy Limited**

**Date: 25<sup>th</sup> May, 2026  
Place: Jaipur**

**Sd/-  
Nitesh Sharma  
Company Secretary & Compliance Officer  
ACS: 66702**