RAYZON SOLAR LIMITED

(Formerly known as Rayzon Solar Private Limited)

Reg Office: 1104-1107 & 1109-1110, 11th Floor, Millenium Business Hub, Opp. Deep Kamal Mall, Varachha Road, Sarthana Jakatnaka, Surat, Gujarat, India, 395006.

CIN: U29309GJ2022PLC133026

Email - secretarial@rayzonenergies.com, Contact No.: +91-9638000461/62

Web: https://www.rayzonsolar.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 02/2025-26 Extra Ordinary General Meeting of **RAYZON SOLAR LIMITED** (Formerly Known as Rayzon Solar Private Limited) will be held on Monday 12th January, 2026 AT 11.00 A.M at the Registered Office of the company situated at 1104-1107 & 1109-1110, 11th Floor, Millenium Business Hub, Opp. Deep Kamal Mall, Varachha Road, Sarthana Jakatnaka, Surat, Gujarat, India, 395006 to transact the following Businesses:

Special Businesses:

ITEM NO 1: Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the special resolution passed by the members of the Company at the Extra - Ordinary General Meeting of the Company held on 05th June 2025 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, and the Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow the money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities or director(s), either in rupees or in such other foreign currencies as may be permitted by law from time to time, by way of book debt or advance as the case may be, as may be deemed appropriate by the Board for an aggregate limit not exceeding a sum of Rs. 4000,00,00,000/(Rupees Four Thousand Crores Only) for the Company notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

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

"RESOLVED FURTHER THAT, any Director or Company Secretary of the company be and is hereby authorized to issue the certified copy of this resolution."

ITEM NO 2: Creation or Modification of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013

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

"RESOLVED FURTHER THAT in supersession of the special resolution passed by the members of the Company at the Extra - Ordinary General Meeting of the Company held on 05th June 2025 and pursuant to the provision of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof the consent of the members of the company be and is hereby accorded to the Board of Directors to sell, lease or otherwise dispose including pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed / floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only).

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

"RESOLVED FURTHER THAT, any Director or Company Secretary of the company be and is hereby authorized to issue the certified copy of this resolution."

ITEM NO. 3: Authorization Under Section 185 of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of the special resolution passed by the members of the Company at the Extra - Ordinary General Meeting of the Company held on 05th June 2025 and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers

conferred on the Board under this resolution) (a) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or (b) giving of guarantee(s), and/or (c) providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a subsidiary or Associate or Joint Venture or Group Entity of the Company or any other person/Entity in which any of the existing Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of Section 185 of the Act (Collectively referred to as entities) up to a sum not exceeding Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only), from any point in time, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company or person for its principal business activities."

"RESOLVED FURTHER THAT the Board of Director(s) of the Company be and is hereby authorized either jointly or severally to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise; to settle all matters arising out of and incidental thereto; to sign and execute all deeds, applications, documents and writings that may be required, for on behalf of the Company in relation to the subject matter of this resolution; and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

"RESOLVED FURTHER THAT, any Director or Company Secretary of the company be and is hereby authorized to issue the certified copy of this resolution."

ITEM NO. 4: Authorization Under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the special resolution passed by the members of the Company at the Extra - Ordinary General Meeting of the Company held on 05th June 2025 and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) grant/give loan(s) from time to time, on such terms and conditions as it may deem expedient, to any person or body corporate; (b) provide guarantee / security in connection with a loan availed by any person or body corporate / Partnership / other entity; and (c) acquire by way of subscription, purchase or otherwise, the securities of any body corporate / partnership / other entity, in excess of limits prescribed under Section 186(2) of the Companies Act, 2013 up to a sum not exceeding Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities other than wholly owned subsidiaries of the Company, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Director(s) of the Company be and is hereby authorized either jointly or severally to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise; to settle all matters arising out of and incidental thereto; to sign and execute all deeds,

applications, documents and writings that may be required, for on behalf of the Company in relation to the subject matter of this resolution; and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

"RESOLVED FURTHER THAT, any Director or Company Secretary of the company be and is hereby authorized to issue the certified copy of this resolution."

Date: 17/12/2025 BY ORDER OF THE BOARD OF DIRECTORS

Place: Surat FOR RAYZON SOLAR LIMITED

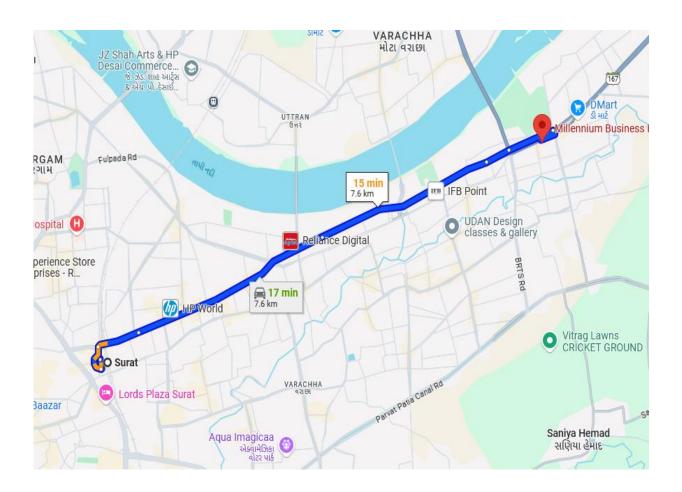
Sd/-

Mittal Narendrabhai Shah Company Secretary & Compliance Officer

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2. A proxy form is attached with the Notice. The proxy form duly completed and signed, should be lodged with the Company, at its corporate office at least 48 hours before the commencement of the Meeting.
- 3. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members. The holder of proxy shall prove his identity at the time of attending the Meeting.
- 4. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting.
- 5. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License.
- 6. Queries proposed to be raised at the Extra Ordinary General Meeting may be sent to the Company at its Registered office prior to the date of EOGM to enable the management to keep the information ready at the meeting.
- 7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the corporate office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. (i.e. except Sundays and public holidays) up to the date of the Extra Ordinary Meeting and at the venue during the Meeting.
- 8. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the EOGM. All documents referred to in the Notice will also be available at the registered office inspection without any fee from the date of circulation of this Notice up to the date of EGM, i.e. Monday, 12/01/2026. Members seeking to inspect such documents can send an email to secretarial@rayzonenergies.com.
- 9. Further, those members who have not registered or desire to update their email addresses are hereby requested to send an email on Company's mail address secretarial@rayzonenergies.com.

- 10. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Extra-Ordinary General Meeting through their authorized representatives, are requested to send to the Company at "secretarial@rayzonenergies.com", a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the EOGM.
- 11. 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.
- 12. The Company has designated 09/01/2026, as the cut-off date for determining the eligibility of shareholders to attend at the upcoming Extra-Ordinary General Meeting. Only those shareholders whose names appear in the Register of Members or in the records of the depositories as on the cut-off date shall be entitled to participate in the meeting.
- 13. The Route map of Extra Ordinary General Meeting to be held on Monday, 12/01/2026 at 11:00 A.M. at Registered Office of the Company is annexed herewith:



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

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special businesses mentioned in the accompanying notice for convening the EGM of the Company.

Special Businesses:

ITEM 1:

Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:

The Company has already obtained approval for a borrowing limit of Rs. 1,500 Crore at the Extra-Ordinary General Meeting held on 05th June, 2025. Now, considering the increased scale of operations and future financial requirements, the Company is proposing in the Board Meeting dated 17th December, 2025 to enhance the borrowing limit to Rs. 4,000 Crore.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot, except with the consent of the Company in a General Meeting, borrow monies (apart from temporary loans obtained from banks, financial institutions, foreign lenders, bodies corporate, authorities or directors in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

The borrowing limit is proposed such that the total amount borrowed and outstanding at any time shall not exceed **Rs. 4,000,00,00,000/- (Rupees Four Thousand Crores Only)** over and above the paid-up capital and free reserves of the Company for the time being.

The consent of the members is therefore sought under the provisions of Section 180(1)(c) of the Companies Act, 2013, to enable the Directors to borrow the aforesaid enhanced amount.

The above proposal is in the interest of the Company and the Board recommends the Resolution, as set out at **Item No. 1**, for approval of the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their shareholding in the Company.

ITEM 2:

Creation or Modification of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013:

The Company has already passed a limit of Rs. 1,500 Crore at the Extraordinary General Meeting held on 05th June, 2025, and now the Company proposes in the Board Meeting dated 17th December, 2025 to increase the limit to Rs. 4,000 Crore.

In pursuance of the provision of Section 180(1)(a) of the Companies Act, 2013 the consent of the members is required to sell, lease or otherwise dispose off the whole or the substantially the whole of any of such undertakings of the company.

The company to secure borrowings from time to time obtained in the form of loans or Advances/ issue of bonds / debentures and other forms of financial assistance from various Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities which may necessitate creation of security in favour of the Bank / Financial Institution / lenders / trustees to the Bond / debenture holders. Also the Board of Directors may resolve to sell, lease or otherwise dispose off the whole or the substantially the whole of any of such undertakings of the company for the benefits of the Company.

Accordingly, the resolution has been proposed seeking approval of members u/s 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to sell, lease or otherwise dispose including mortgage and / or create charge on the undertaking / properties / assets of the Company up to the maximum ceiling limit at any time shall not exceed in aggregate of Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only).

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at **Item No. 2** for approval by the members of the Company as a Special Resolution.

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

ITEM NO. 3:

Authorization Under Section 185 of the Companies Act, 2013:

In the Extra-Ordinary General Meeting of the Members held on 30th November, 2024, the consent of the members was accorded to the Board under Section 185 of the Companies Act, 2013, for granting loans, guarantees, securities and investments up to a limit of Rs. 250.00 crore. Subsequently, the Company proposed to enhance this limit to Rs. 1,650.00 crore, which was duly approved by the members in the EOGM held on 05th June, 2025.

Further, considering the growth in business operations and future requirements, the Board of Directors has now approved an enhanced limit up to Rs. 4,000 crore in the Board Meeting held on 17th December, 2025.

The company is expected to render support, from time to time, for the business requirements of other Companies or Entities or firms or LLPs from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other Entities belongs to group in which the directors of

the Company are concerned or interested pursuant to the provision of Section 185 of the Companies Act, 2013. In light of Companies (Amendment) Act 2017 notified w.e.f. 07th May 2018, inter-alia replacing the provisions of Section 185 of Companies Act 2013, the Company with the approval of Members by way of Special Resolution, would be in a position to provide financial assistance by way of loan other entities / firms/ LLPs / Companies in the Group or give guarantee or provide security in respect of loans taken by such Subsidiary Company, for their principal business activities. The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of entities in the Group.

Hence, in order to enable the company to advance loan OR to give of guarantee(s) and/or to provide security in connection with any Loan taken/to be taken by Group Companies/ Subsidiaries/ Joint Venture/ Associates/ other Companies / Firms / LLPs in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the Members to approve the limit up to a sum not exceeding Rs. 4000,00,000/- (Rupees Four Thousand Crores Only) as specified in the resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at **Item No. 3** for approval by the members of the Company as a Special Resolution.

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

ITEM NO. 4:

Authorization Under Section 186 of the Companies Act, 2013

In the Extra-Ordinary General Meeting of the Members held on 30th November, 2024, the consent of the members was accorded to the Board under Section 186 of the Companies Act, 2013, for granting loans, guarantees, securities and investments up to a limit of Rs. 250.00 crore. Subsequently, the Company proposed to enhance this limit to Rs. 1,650.00 crore, which was duly approved by the members in the EOGM held on 5th June, 2025.

Further, considering the growth in business operations and future requirements, the Board of Directors has now approved an enhanced limit up to Rs. 4,000 crore in the Board Meeting held on 17th December, 2025.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free

reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by SPECIAL RESOLUTION passed at the general meeting.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees, security and make investments the limit up to a sum not exceeding **Rs. 4000,00,00,000/-(Rupees Four Thousand Crores Only)**; and the Board of Directors seeks the consent of members u/s 186 (2) of the Act as proposed in the notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at **Item No. 4** for approval by the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Date: 17/12/2025 BY ORDER OF THE BOARD OF DIRECTORS

Place: Surat FOR RAYZON SOLAR LIMITED

Sd/-

Mittal Narendrabhai Shah Company Secretary & Compliance Officer

ATTENDANCE SLIP PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name of Shareholder(s)		
Address of Shareholder		
Folio No.	DP ID	
No. of Shares	Client ID	

I hereby certify that I am a registered Member/ beneficial member / proxy for the registered member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, 12/01/2026 at 11:00 AM at the Registered office of the Company situated at 1104-1107 & 1109-1110, 11th Floor, Millenium Business Hub, Opp. Deep Kamal Mall, Varachha Road, Sarthana Jakatnaka, Varachha Road, Surat, Surat City, Gujarat-395006.

(Signature of Shareholder/Proxy)

Note:

- 1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
- 2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.

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]

EXTRA ORDINARY GENERAL MEETING OF RAYZON SOLAR LIMITED TO BE HELD ON MONDAY, 12/01/2026 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY

Name of the Member(s)			
Registered Address			
Corporate Address			
Email ID			
No. of Shares			
DP ID/ Folio No.			
I /We, being the member(s) appoint:	, holding	shares of the ab	ove named Company, hereby
(1) Name:	Address:		
E-mail ID:	Signature	or failing him / her	
(2) Name:	Address:		
E-mail ID:	Signatureor failing him / her		
(3) Name:	Address:		
E-mail ID:	Signature		
General Meeting for the yea	r 2025-26 of the Compare company at any adjou	ny, to be held on Monday rnment thereof in respe	behalf at the Extra Ordinary y, 12/01/2026 at 11:00 a.m. at ect of such resolutions as are
I wish my above Proxy to vot	e in the manner as indic	ated in the box below:	
Signed this	day of	2026	Affix Revenue
Member's Folio No			Stamp
Signature of shareholder(s) _			
Signature of proxy holder(s)_			

Notes:

- 1. 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.
- 2. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Please complete all details including details of member(s) in above box before submission.