# NOTICE

**Notice** is hereby given that **(02/2026-27) Extraordinary General Meeting ("EGM")** of the Members of **Sun Drops Energia Limited (Formerly known as Sun Drops Energia Private Limited) ("the Company")** will be held on **Monday, September 14, 2026, at 09:30 a.m. IST** at the registered office of the Company at 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India to transact the following business(es).

## SPECIAL BUSINESS:

### ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

**"RESOLVED THAT** pursuant to provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, as may be applicable for the time being in force) and the rules made thereunder, the consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company, from the existing Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 5/- (Rupees Five Only) each, to Rs. 50,80,00,000/- (Rupees Fifty Crore Eighty Lakhs Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 5/- (Rupees Five Only) each and 16,00,000 (Sixteen Lakhs) preference shares of Rs. 5/- (Rupees Five Only) each, by creation of additional 16,00,000 (Sixteen Lakhs) preference shares of Rs. 5/- (Rupees Five Only) each.

**RESOLVED FURTHER THAT** consequent upon the aforesaid increase of the Authorised Share Capital of the Company, the existing Clause V of the Memorandum of Association relating to share capital be and is hereby deleted and substituted with the following Clause V:

***"V. The Authorised Share Capital of the Company is Rs. 50,80,00,000/- (Rupees Fifty Crore Eighty Lakhs Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 5/- (Rupees Five Only) each and 16,00,000 (Sixteen Lakhs) preference shares of Rs. 5/- (Rupees Five Only) each."***

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, including making necessary filings, submissions and intimations with the Registrar of Companies and other regulatory authorities, as may be required, and to settle any questions, difficulties or doubts that may arise in this regard."

**ITEM NO. 2: ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON A PRIVATE PLACEMENT BASIS FOR CONSIDERATION OTHER THAN CASH TO THE SHAREHOLDERS OF THE DEK AND MAVERICKS GREEN ENERGY LIMITED:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 23, 42, 55, 62(1)(c) of the Companies Act, 2013 ("**the Act"**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Rules**") and other applicable provisions, if any of the Act (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, as may be applicable for the time being in force) read with applicable and enabling provisions of Memorandum and Articles of Association of the Company, and other provisions of the applicable laws, if any (hereinafter collectively referred to as "**Applicable Laws**"), and subject to such approvals, consents, permissions and sanctions of any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which terms shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers conferred by this resolution), (hereinafter collectively referred to as "**Necessary Approvals**"), the consent and approval of the Members of the Company be and is hereby accorded to Board of Directors to create, issue, offer and allot, on a private placement basis, in one or more tranches, up to 15,89,781 (Fifteen Lakh Eighty Nine Thousand Seven Hundred Eighty One) Compulsorily Convertible Preference Shares of face value of Rs. 5/- (Rupees Five only) each **("CCPS")** at an issue price of Rs. 351.02/- (Rupees Three Hundred Fifty-One and Two Paise Only) including a premium of Rs. 346.02/- (Rupees Three Hundred Forty-Six and Two Paise Only) per CCPS, as determined in terms of the valuation report issued by Mr. Abhishek Chhajed, Registered Valuer (Registration No. IBBI/RV/03/2020/13674) dated August 20, 2026, aggregating up to Rs. 55,80,44,927/- (Rupees Fifty-Five Crore Eighty Lakh Forty-Four Thousand Nine Hundred Twenty-Seven Only), for consideration other than cash towards the acquisition up to 1,70,84,853 (One Crore Seventy Lakh Eighty-Four Thousand Eight Hundred Fifty-Three Only) fully paid-up equity shares at a value of Rs. 32.66/- (Rupees Thirty-Two and Sixty-Six Paise Only) each **("Purchase Shares")** constituting up to 100% of the total paid-up capital of the DEK and Mavericks Green Energy Limited, to the persons as detailed in the Explanatory Statement annexed to this Notice under Item No. 2 **("Proposed Allottees")**, on such terms and conditions as may be determined by and between the Company and Proposed Allottees (the "**Preferential Issue**" or "**Issue**").

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of CCPS to be issued are as under:

1. The CCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital during winding up.

2. The CCPS shall be eligible for a dividend at a fixed rate of 0.01% subject to the declaration by the Company. The payment of dividend shall be on non-cumulative basis. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such CCPS till the date of conversion to equity shares, if declared

3. Each CCPS shall be compulsorily converted into equity shares of the Company in the ratio of 1:1, within 12 months of allotment of CCPS or filing of Red Herring Prospectus (RHP) with Securities and Exchange Board of India (SEBI), whichever is earlier, on such date as may be determined by the Board of Directors.

4. The CCPS shall be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up or as per the liquidation preference;

5. The CCPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and

6. The CCPS being compulsorily convertible, shall not be redeemed and shall stand extinguished upon conversion into equity shares.

**RESOLVED FURTHER THAT** as per Rule 13(2)(d)(v) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant date with reference to which the price has been arrived at is March 31, 2026 ("**Relevant Date for pricing**")

**RESOLVED FURTHER THAT** the CCPS to be issued and allotted in the manner aforesaid shall be subject to the conditions prescribed under the Applicable Laws including the following:

1. The CCPS proposed to be issued and allotted shall be fully paid-up and on conversion into equity shares in the ratio of 1:1, such equity shares shall rank pari passu with the existing equity shares of the Company in all respects including as to the dividend declared and voting rights from the date of allotment thereof and subject to the requirements of all applicable laws and shall subject to the provisions of the Memorandum and Articles of Association of the Company.

2. The CCPS shall be allotted by the Company in dematerialized form in compliance with the applicable provisions of the Act.

3. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

4. The CCPS offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees and will constitute the full consideration for the CCPS to be issued by the Company to the Proposed Allottees pursuant to this resolution.

**RESOLVED FURTHER THAT** if the Proposed Allottees fail to transfer shares to the Company or is found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any CCPS to Proposed Allottees.

**RESOLVED FURTHER THAT** subject to the receipt of Necessary Approvals, consent of the Members of the Company be and hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue and circulate the private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe CCPS following the Applicable Laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint such professionals and/or intermediaries, including external advisors, experts, legal advisors, manager etc., to assist the Company, if required for the said Preferential Issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable for such purpose and for giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions attached to the CCPS to be allotted to Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of CCPS; filing of requisite documents with the Ministry of Corporate Affairs ("**MCA**") and other regulatory authorities; resolve and settle any questions and difficulties that may arise in the Issue and allotment of CCPS; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any one or more Directors/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, any Director(s) or Officer(s) of the Company or any other authorised persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and hereby approved, ratified and confirmed in all respects."

**For Sun Drops Energia Limited**
**(Formerly known as Sun Drops Energia Private Limited)**

**Sd/-**
**Krunal Bhatt**
**Company Secretary**

**Date: August 21, 2026**
**Place: Surat**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. In pursuance to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, Proxies in Form MGT-11, in order to be valid and effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the date of the meeting.

3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

4. In case the Company has its members as body corporate, then such body corporate member(s) shall be entitled to appoint their authorized representative to attend and vote at the meeting. Corporate Members intending to send their authorized representatives(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution/ other authority letter.

5. Members/Proxies/Authorised Representative are requested to bring their attendance slip duly filled in for attending the meeting.

6. All the statutory records and registers required to be kept open for inspection in terms of the provisions of the Companies Act, 2013 and the rules made there under, are available for inspection by the members of the Company at its registered office/corporate office in physical or electronic form during business hours on each working day up to the meeting date and also at the place of the meeting on the meeting day.

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business(es) to be transacted at the meeting is enclosed and forms a part of this notice.

8. Kindly bring your copy of Notice to the meeting.

9. The route map showing directions to reach the venue of the Extraordinary General Meeting is annexed and forms part of the Notice.

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

**ITEM NO. 1**

The present Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each. The Company now proposes to increase its Authorised Share Capital from the existing capital to Rs. 50,80,00,000/- (Rupees Fifty Crore Eighty Lakhs Only).

Hence, the Board of Directors of the Company in their meeting held on August 21, 2026, decided to increase the Authorised Share Capital of the Company from the existing capital of Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 50,80,00,000/- (Rupees Fifty Crore Eighty Lakhs Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 16,00,000 (Sixteen Lakhs) Preference Shares of Rs. 5/- (Rupees Five Only) each, by creation of additional 16,00,000 (Sixteen Lakhs) Preference Shares of Rs. 5/- (Rupees Five Only) each.

As per the Companies Act, 2013 and rules made thereunder, the Company is required to seek the approval of the Members for increase of Authorised Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the Members of the Company.

**ITEM NO. 2**

The Board of Directors of the Company at their meeting held on August 21, 2026, considered and approved the proposal to acquire up to 1,70,84,853 (One Crore Seventy Lakh Eighty-Four Thousand Eight Hundred Fifty-Three Only) fully paid-up equity shares of Rs. 32.66/- (Rupees Thirty-Two and Sixty-Six Paise Only) each of DEK and Mavericks Green Energy Limited ("Target Company") representing up to 100% of the equity share capital of the Target Company, for an aggregate total consideration of Rs. 55,80,44,927/- (Rupees Fifty-Five Crore Eighty Lakh Forty-Four Thousand Nine Hundred Twenty-Seven Only) being discharged by way of consideration other than cash i.e. issue and allotment up to 15,89,781 (Fifteen Lakh Eighty-Nine Thousand Seven Hundred Eighty-One) CCPS of the Company having face value of Rs. 5/- (Rupees Five Only) each, at an issue price of Rs. 351.02/- (Rupees Three Hundred Fifty-One and Two Paise Only) including a premium of Rs. 346.02/- (Rupees Three Hundred Forty-Six and Two Paise Only) per CCPS, on a Preferential basis to the shareholders of Target Company by way of Preferential Issue under the Companies Act, 2013 (“the Act”).

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23, 42, 55 and 62 of the Companies Act, 2013, read with the rules made thereunder. The details of the issue and other particulars as required in terms of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 under the Act, are set forth below:

1. **Particulars of the Preferential Issue including the date of passing of the Board Resolution**
   The Board of Directors of the Company at its meeting held on August 21, 2026, has approved the purchase of up to 1,70,84,853 (One Crore Seventy Lakh Eighty-Four Thousand Eight Hundred Fifty-Three Only) fully paid-up equity shares of Rs. 32.66/- (Rupees Thirty-Two and Sixty-Six Paise Only) each, representing up to 100% paid-up capital of the Target Company held by the Proposed Allottees for a consideration other than cash to be discharged by issuance and allotment of up to 15,89,781 (Fifteen Lakh Eighty-Nine Thousand Seven Hundred Eighty-One) CCPS of the Company having face value of Rs. 5/- (Rupees Five Only) each, at an issue price of Rs. 351.02/- (Rupees Three Hundred Fifty-One and Two Paise Only) including a premium of Rs. 346.02/- (Rupees Three Hundred Forty-Six and Two Paise Only) per CCPS, which is determined in terms of the valuation report issued by Mr. Abhishek Chhajed, Registered Valuer (Registration No. IBBI/RV/03/2020/13674) dated August 20, 2026, to the Proposed Allottees for consideration other than cash aggregating up to Rs. 55,80,44,927/- (Rupees Fifty-Five Crore Eighty Lakh Forty-Four Thousand Nine Hundred Twenty-Seven Only), in such manner and on such terms and conditions as may be decided by and between the Company and Proposed Allottees.

2. **Objects of the Issue**
   To acquire up to 1,70,84,853 (One Crore Seventy Lakh Eighty-Four Thousand Eight Hundred Fifty-Three) fully paid-up equity shares, representing up to 100% paid-up capital of the Target Company.

3. **Kinds of securities offered, maximum number of securities to be issued and the price at which the allotment is proposed:**
   The Company will issue and allot up to 15,89,781 (Fifteen Lakh Eighty-Nine Thousand Seven Hundred Eighty-One) CCPS of the Company having face value of Rs. 5/- (Rupees Five Only) each, at an issue price of Rs. 351.02/- (Rupees Three Hundred Fifty-One and Two Paise Only) including a premium of Rs. 346.02/- (Rupees Three Hundred Forty-Six and Two Paise Only) per CCPS aggregating up to Rs. 55,80,44,927/- (Rupees Fifty-Five Crore Eighty Lakh Forty-Four Thousand Nine Hundred Twenty-Seven Only) to acquire up to 100% of the fully paid-up equity shares of the Target Company.

**4. Relevant Date**

In terms of Rule 13(2)(d)(v) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant date with reference to which the price has been arrived is March 31, 2026.

**5. Basis on which the price has been arrived at and justification for the price (including premium, if any) and name and address of the valuer who performed valuation**

The Company has obtained an independent valuation report issued by Mr. Abhishek Chhajed, Registered Valuer (Registration No. IBBI/RV/03/2020/13674), dated August 20, 2026, having its registered office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad – 380001, Gujarat.

The Valuation Report is available for inspection at the Registered Office of the Company during business hours between 10:00 a.m. to 4:00 p.m. on all working days of the Company.

**6. Payment of Consideration**

The issue of CCPS is by way of consideration other than cash.

**7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment**

The following Proposed Allottee, being a Promoter of the Company and also a member of the Target Company, intends to subscribe to the offer as stated below:

| Name of Individual | Category | Number of CCPS intended to be subscribed |
|---|---|---|
| Dr. Faruk G. Patel | Promoter | 1,42,202 |

No other person falling under Promoter and Promoter Group, Director, Key Managerial Personnel(s) and their respective relatives are intended to subscribe to any of the CCPS proposed to be issued under the Preferential Issue.

**8. Proposed time frame within which the Preferential allotment shall be completed**

As required under the applicable provisions of the Act, the Company shall complete the allotment of the Securities within a period of 12 (Twelve) months from the date of passing of the Special Resolution by the Members of the Company.

**9. Names of the Proposed Allottee and the percentage post preferential offer capital**

| Sr. No. | Name of Proposed Allottee | Category | Number of pre-issue Equity Shares | No. of CCPS proposed to be allotted | Post-issue | |
|---|---|---|---|---|---|---|
| | | | | | No. of Equity Shares held on conversion of CCPS | % of Shareholding |
| 1 | Shramik Devendrabhai Patel | Non-Promoter | 0 | 2,221 | 2,221 | 0.003 |
| 2 | Ankit Parakh | Non-Promoter | 0 | 7,118 | 7,118 | 0.008 |
| 3 | Manisha Pharmo Plast Private Limited | Non-Promoter | 0 | 8,890 | 8,890 | 0.010 |
| 4 | Shailesh Soni | Non-Promoter | 0 | 8,890 | 8,890 | 0.010 |
| 5 | Dharmesh Balkrishnabhai Trivedi | Non-Promoter | 0 | 889 | 889 | 0.001 |
| 6 | Dhanashree Vendhan Mudaliar | Non-Promoter | 0 | 445 | 445 | 0.001 |
| 7 | Manoj Ravindrabhai Sonune | Non-Promoter | 0 | 445 | 445 | 0.001 |
| 8 | Bharvad Nikunj | Non-Promoter | 0 | 667 | 667 | 0.001 |
| 9 | Jayeshbhai Ghelabhai Bharvad | Non-Promoter | 0 | 667 | 667 | 0.001 |
| 10 | Value Plus Ventures | Non-Promoter | 0 | 4,444 | 4,444 | 0.005 |
| 11 | Fierce Realty LLP | Non-Promoter | 0 | 14,237 | 14,237 | 0.016 |
| 12 | Karan Johar | Non-Promoter | 0 | 1,778 | 1,778 | 0.002 |
| 13 | Ajitbhai Ramanlal Shah | Non-Promoter | 0 | 2,222 | 2,222 | 0.003 |
| 14 | Bindu Jayesh Shah | Non-Promoter | 0 | 2,222 | 2,222 | 0.003 |
| 15 | Rachana Sameer Parekh | Non-Promoter | 0 | 3,111 | 3,111 | 0.004 |
| 16 | Parul Sundip Mehta | Non-Promoter | 0 | 2,222 | 2,222 | 0.003 |
| 17 | Suresh Amritlal Gandhi | Non-Promoter | 86956 | 2,272 | 89,228 | 0.101 |
| 18 | Piyush Prafulchandra Avlani | Non-Promoter | 0 | 2,222 | 2,222 | 0.003 |
| 19 | Sheetal Sagar Builders & Developers Private Limited | Non-Promoter | 86956 | 15,509 | 1,02,465 | 0.116 |
| 20 | Gunmeen Singh Kohli | Non- | 0 | 889 | 889 | 0.001 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | Promoter | | | | |
| 21 | Ayan A Upadhyay | Non-Promoter | 0 | 622 | 622 | 0.001 |
| 22 | Ajay Puransingh Rawat | Non-Promoter | 0 | 3,30,214 | 3,30,214 | 0.374 |
| 23 | Kaushal Ashwin Gandhi | Non-Promoter | 86956 | 3,556 | 90,512 | 0.102 |
| 24 | Anil Sanghvi | Non-Promoter | 86956 | 5,862 | 92,818 | 0.105 |
| 25 | Anil Gulabchand Jain | Non-Promoter | 0 | 7,118 | 7,118 | 0.008 |
| 26 | Amish Nateverlal Patel | Non-Promoter | 0 | 443 | 443 | 0.001 |
| 27 | Oom Ajay Rawat | Non-Promoter | 0 | 445 | 445 | 0.001 |
| 28 | Praveen Kumar Kukunuri | Non-Promoter | 0 | 1,778 | 1,778 | 0.002 |
| 29 | Bikash Keshari | Non-Promoter | 0 | 888 | 888 | 0.001 |
| 30 | Tarulatta Puransingh Rawat | Non-Promoter | 0 | 889 | 889 | 0.001 |
| 31 | Neeta Atulkumar Shah | Non-Promoter | 0 | 356 | 356 | 0.000 |
| 32 | Meet Manojbhai Patel | Non-Promoter | 0 | 14,237 | 14,237 | 0.016 |
| 33 | Elavarasi Vendhan Mudaliar | Non-Promoter | 0 | 445 | 445 | 0.001 |
| 34 | Raj Kumar Gupta | Non-Promoter | 0 | 889 | 889 | 0.001 |
| 35 | Altify Ventures LLP | Non-Promoter | 0 | 4,444 | 4,444 | 0.005 |
| 36 | Sona George Olikara | Non-Promoter | 0 | 2,05,012 | 2,05,012 | 0.232 |
| 37 | Narayan Tukaram Baddi | Non-Promoter | 0 | 889 | 889 | 0.001 |
| 38 | Kalaivani Vendhan Mudaliar | Non-Promoter | 0 | 528 | 528 | 0.001 |
| 39 | Shivani Mahesh Shah | Non-Promoter | 0 | 533 | 533 | 0.001 |
| 40 | Vendhan Ganesan Mudaliar | Non-Promoter | 434782 | 3,30,214 | 7,64,996 | 0.866 |
| 41 | Invicta Continuum Fund I | Non-Promoter | 0 | 44,451 | 44,451 | 0.050 |
| 42 | Rajen Hemchand Gada | Non-Promoter | 0 | 2,222 | 2,222 | 0.003 |
| 43 | Deepak Kumar Gupta | Non-Promoter | 0 | 1,59,454 | 1,59,454 | 0.181 |
| 44 | Deiva Prakash Kumar Louis Pillai | Non-Promoter | 0 | 2,733 | 2,733 | 0.003 |

| | | | | | | |
|---|---|---|---|---|---|---|
| 45 | Vinayagam Ariputhri Mudaliar | Non-Promoter | 0 | 444 | 444 | 0.001 |
| 46 | Ess Gee Real Estate Developers Private Limited | Non-Promoter | 0 | 14,237 | 14,237 | 0.016 |
| 47 | Mavira Growth Opportunities Fund | Non-Promoter | 217390 | 26,671 | 2,44,061 | 0.276 |
| 48 | Harshad B Prajapati | Non-Promoter | 0 | 889 | 889 | 0.001 |
| 49 | Mudaliar Sangeetha V | Non-Promoter | 0 | 444 | 444 | 0.001 |
| 50 | Alok Narayan Baddi | Non-Promoter | 0 | 889 | 889 | 0.001 |
| 51 | Hemant Sadanand Kaikini | Non-Promoter | 0 | 444 | 444 | 0.001 |
| 52 | Anita Rawat | Non-Promoter | 0 | 528 | 528 | 0.001 |
| 53 | Meghdoot Leisure LLP | Non-Promoter | 615216 | 29,311 | 6,44,527 | 0.730 |
| 54 | Shaunak Akshay Kothari HUF | Non-Promoter | 86956 | 9,491 | 96,447 | 0.109 |
| 55 | Dr. Faruk G. Patel | Promoter | 11383414 | 1,42,202 | 1,15,25,616 | 13.050 |
| 56 | Nitinbhai Govindbhai Patel | Non-Promoter | 0 | 29,311 | 29,311 | 0.033 |
| 57 | Viram Rajnikant Shah | Non-Promoter | 0 | 6,700 | 6,700 | 0.008 |
| 58 | Kamal Tailor | Non-Promoter | 0 | 2,222 | 2,222 | 0.003 |
| 59 | Narain Gordhandas Vazirani | Non-Promoter | 0 | 2,667 | 2,667 | 0.003 |
| 60 | Kukunuri Lalitha | Non-Promoter | 0 | 2,222 | 2,222 | 0.003 |
| 61 | Lalji Laxmanbhai Goltar | Non-Promoter | 0 | 1,13,896 | 1,13,896 | 0.129 |
| 62 | Ashish Kapoor | Non-Promoter | 0 | 889 | 889 | 0.001 |
| 63 | Preeti Malu | Non-Promoter | 0 | 667 | 667 | 0.001 |
| 64 | Carson Dalton | Non-Promoter | 0 | 445 | 445 | 0.001 |
| 65 | Heeru Corrosion Protection Services India Private Limited | Non-Promoter | 86,956 | 4,746 | 91,702 | 0.104 |
| 66 | Dhruv Gupta | Non-Promoter | 0 | 445 | 445 | 0.001 |
| 67 | Nidhin George Olikara | Non-Promoter | 0 | 445 | 445 | 0.001 |

**Notes:**

- Post Issue Number of Equity Shares and % Holding has been calculated after giving effect of full conversion of CCPS into Equity Shares.
- CCPS shall be allotted to equity shareholders of Target Company in proportion to their existing shareholding. Any fractional entitlement arising in the allotment of CCPS shall be rounded off to the nearest whole number.

**10. Change in control, if any, in the Company that would occur consequent to the Preferential Issue**

There will be no change in control of the Company consequent to the Preferential Issue.

**11. The pre-issue and post-issue shareholding patterns of the company are as follows;**

| Sr. No. | Category | Pre-issue | | Post-issue | |
|---|---|---|---|---|---|
| | | No. of Equity Share held | % of Share holding | No. of Equity Share held | % of Share holding |
| A | **Promoters' holding** | | | | |
| 1 | Indian | | | | |
| | Individual | 1,13,83,414 | 13.13 | 1,15,25,616 | 13.05 |
| | Bodies corporate | 5,71,25,392 | 65.87 | 5,71,25,392 | 64.68 |
| | **Sub-total** | **6,85,08,806** | **79.00** | **6,86,51,008** | **77.73** |
| | | | | | |
| 2 | **Foreign promoters** | - | - | - | - |
| | | | | | |
| | **sub-total (A)** | **6,85,08,806** | **79.00** | **6,86,51,008** | **77.73** |
| | | | | | |
| B | **Non-promoters' holding** | | | | |
| 1 | Institutional investors | 12,92,820 | 1.49 | 13,63,942 | 1.54 |
| 2 | Non-institution | | | | |
| | Private corporate bodies | 35,33,176 | 4.07 | 36,28,995 | 4.11 |
| | Directors and relatives | - | - | - | - |
| | Indian public | 1,29,60,246 | 14.94 | 1,40,33,651 | 15.89 |
| | others (including NRIs) | 4,36,324 | 0.50 | 6,43,557 | 0.73 |
| | | | | | |
| | **Sub-total (B)** | **1,82,22,566** | **21.00** | **1,96,70,145** | **22.27** |
| | | | | | |
| | **Grand Total** | **8,67,31,372** | **100.00** | **8,83,21,153** | **100.00** |

**Notes:**

- Post Issue Number of Equity Shares held and % of Shareholding has been calculated after giving effect of full conversion of CCPS into Equity Shares.

**12. Principal terms of assets charged as securities**

Not Applicable

**13. The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price**

During the period from April 01, 2026 to till date of notice of this EGM, the Company has not made any Preferential Issue.

**14. Justification for the allotment proposed to be made for consideration other than cash together with a valuation report of the registered valuer.**

The value of the Purchase Shares and price of CCPS have been determined taking into account Valuation Report issued by Mr. Abhishek Chhajed, Registered Valuer (Registration No. IBBI/RV/03/2020/13674) dated August 20, 2026, having its registered office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad – 380001, Gujarat.

**15. The size of the issue and number of preference shares to be issued and nominal value of each share**

The resolution set out in this Notice authorize the Board to issue up to 15,89,781 (Fifteen Lakh Eighty-Nine Thousand Seven Hundred Eighty-One) CCPS of the Company having face value of Rs. 5/- (Rupees Five Only) each, at an issue price of Rs. 351.02/- (Rupees Three Hundred Fifty-One and Two Paise Only) including a premium of Rs. 346.02/- (Rupees Three Hundred Forty-Six and Two Paise Only) per CCPS. CCPS shall be allotted to equity shareholders of Target Company in proportion to their existing shareholding. Any fractional entitlement arising in the allotment of CCPS shall be rounded off to the nearest whole number.

**16. The nature of such shares**

0.01% Compulsorily Convertible Non-Cumulative Preference Shares

**17. The manner of issue of shares**

Preferential Issue through Private Placement for consideration other than cash

**18. The terms of issue, including terms and rate of dividend on each share, etc.**

a. **Face Value:** The CCPS shall have face value of Rs. 5/- (Rupees Five Only) each
b. **Dividend:** The CCPS shall be eligible for a dividend (if declared by the Company) mandatory at 0.01%. The payment of dividend shall be on a non-cumulative basis. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such CCPS till the date of conversion;
c. **Issue and allotment:** The CCPS shall be allotted by the Company in dematerialized form in compliance with the applicable provisions of the Act.

**19. The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion**

The CCPS being compulsorily convertible, shall not be redeemed and shall stand extinguished upon conversion into equity shares. Further, Each CCPS shall be compulsorily converted into equity shares of the Company in the ratio of 1:1, within 12 months of allotment of CCPS or filing of Red Herring Prospectus (RHP) with the Securities and Exchange Board of India (SEBI), whichever is earlier, on such date as may be decided by the Board of Directors.

**20. The manner and modes of redemption**

Not Applicable

None of the Directors or Key Managerial Personnel or their relatives except Dr. Faruk G. Patel, the Proposed Allottee, is concerned or interested, financially or otherwise, in this resolution set out at Item No. 2 of the Notice.

The Board believes that the proposed issue of CCPS is in the best interest of the Company and its Members and therefore recommends the Special Resolution set out at Item No. 2 of this Notice for approval by the Members of the Company.

**For Sun Drops Energia Limited**
**(Formerly known as Sun Drops Energia Private Limited)**

**Sd/-**
**Krunal Bhatt**
**Company Secretary**

**Date: August 21, 2026**
**Place: Surat**

**Annexure – 1**

## ATTENDANCE SLIP

**To be handed over at the entrance of the meeting hall**

| | |
|---|---|
| Name of the Attending Member (IN BLOCK LETTERS)<br>______________________________ | Member's Folio No.__________<br>No. of Shares held ________________ |
| Name of the Proxy (IN BLOCK LETTERS)<br>________________________________________<br>(To be filled if the Proxy attends instead of the Member) | |

I hereby record my presence at the Extra-ordinary General Meeting of Sun Drops Energia Limited (Formerly Known as Sun Drops Energia Private Limited) to be held on Monday, September 14, 2026, at 09:30 a.m. IST

______________________________
Member's/Proxy Signatures
(To be signed at the time of handing over this slip)

Notes: -

1. This Meeting is of Members only and you are requested not to bring with you any person who is not a member or a proxy.
2. Shareholders/Proxies are requested to bring Attendance Slip with them when they come to the Meeting and hand them over at the entrance after affixing their signatures on them.

**Annexure – 2**

**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** | : U40107GJ2019PLC108373 |
| **Name of the company** | : Sun Drops Energia Limited (Formerly Known as Sun Drops Energia Private Limited) |
| **Registered office** | : 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat. |

| | |
|---|---|
| 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

2. 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 Extra-Ordinary General Meeting of the Company, to be held on Monday, September 14, 2026, at 09:30 a.m. IST at Registered Office of the Company at 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

2. ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON A PRIVATE PLACEMENT BASIS FOR CONSIDERATION OTHER THAN CASH TO THE SHAREHOLDERS OF THE DEK AND MAVERICKS GREEN ENERGY LIMITED

Signed this .....day of 2026

Signature of Shareholder ______________

Signature of Proxy holder(s) ______________

*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 commencement of the meeting.*

**Annexure – 3**

**Route Map:**