NOTICE

Shorter Notice is hereby given that the Extraordinary General Meeting of Intergen Energy Limited for the Financial Year 2026-2027 will be held on Wednesday, September 2nd, 2026, at 11:00 PM IST, through Video Conferencing (VC) deemed venue will be A-1, 6TH Floor, Pavilion Building, 339/1/2, Mehrauli Road, Opp. State Bank of India, Gurugram, Haryana, India-122001 to transact the following business:

SPECIAL BUSINESS:

1. OFFER AND ISSUE OF EQUITY SHARES ON PREFERENTIAL/ PRIVATE PLACEMENT BASIS

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and in terms of Articles of Association of the Company and other applicable Regulations/ Guidelines, such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations, the consent of the members of the Company be and is hereby accorded to offer and issue 1,81,899 Equity Shares as detailed below on Preferential /private placement basis on such terms and conditions as set out in the draft Private Placement Offer Letter:

Registered address: 24/4818, First Floor, Prahlad Street, Ansari Road, Daryaganj, New Delhi-110002. Tel No: 011-23280059, 011-23269472
Corporate Address : #A-1, 6th Floor, Pavilion Building, 339/-2, Mehrauli Road, Opposite State Bank of India, Gurgaon - 122002
Phone : +91-124-2303066, Fax: +91-23030661, E-mail: info@igenergy.in | Wesite : www.igenergy.in
Corporate Identification Nubmer: U40300DL2011PLC224406

Name of the Investor	Kind of Security	Number of Shares to be offered	Face value per Share	Premium, if any, per Share	Total consideration (in INR)
Aarth AIF Growth Fund	Equity Shares	64954	10	374.89	2,50,00,145
Venturex Fund I	Equity Shares	51963	10	374.89	2,00,00,039
KIFS Finstock Limited	Equity Shares	38972	10	374.89	1,49,99,933
Goldman Consulting Private Limited	Equity Shares	25982	10	374.89	1,00,00,212

RESOLVED FURTHER THAT the draft private placement offer cum application letter in Form PAS-4 pursuant to Section 42 of the Act and Rule 14(1) of the Companies (Prospectus and allotment of securities) Rules, 2014, as placed before this meeting be and is hereby approved.

RESOLVED FURTHER THAT the Equity Shares to be issued as aforesaid shall rank pari passu in all respects with the existing fully paid Equity Shares of the Company.

RESOLVED FURTHER THAT the Directors be and are hereby severally authorized to determine, vary, modify, alter any of the terms and conditions of the issue, as it may deem expedient, in its discretion, entering into agreements, documents in connection therewith and incidental thereto and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the said shares and to do all such acts, deeds and things as may be required from time to time.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to finalise and issue such forms, including the private placement offer letter in Form PAS-4 (with relevant application form) and Form PAS-5 and subsequently allot the shares to the allottee on such terms and conditions as mentioned in the Offer Letter, and do all such other acts, deeds, matters and things in their absolute discretion, as they may consider necessary, expedient or desirable to give effect to this resolution including filing of necessary forms or returns with the Ministry of Corporate Affairs."

By the order of the Board of
Intergen Energy Limited

KARAN SINGH

Digitally signed by KARAN SINGH
Date: 2026.09.02 22:12:42 +05'30'

Karan Singh
Managing Director
DIN: 05208335

Date: September 02, 2026
Place: Gurugram

Notes:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING.*

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 SHAREHOLDER.

2. *In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.*
3. *The meeting is convened at a shorter notice, after obtaining consent, in writing, of more than 95% of the member of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013; and*
4. *A statement in terms of the provisions of section 102 of the Companies Act, 2013, is enclosed for the items of special business.*

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1- OFFER AND ISSUE OF EQUITY SHARES ON PREFERENTIAL/ PRIVATE PLACEMENT BASIS

For the purpose of raising funds in the Company for the working capital requirement of the Company, it has been proposed to issue the following shares in one or more tranche(s) as detailed below on preferential/private placement basis in terms of Section 42 of the Companies Act, 2013 read with Section 62(1)(c) of the Companies Act, 2013 read with all applicable rules framed thereunder on the terms and conditions as set out in the draft Offer Letter:

Name of the Investor	**Number of shares to be offered**
Aarth AIF Growth Fund	64954 Equity Shares of face value Rs. 10/- each at an issue price of Rs. 384.89/-per share aggregating to Rs. 2,50,00,145 only
Venturex Fund I	51963 Equity Shares of face value Rs. 10/- each at an issue price of Rs. 384.89/-per share aggregating to Rs. 2,00,00,039
KIFS Finstock Limited	38972 Equity Shares of face value Rs. 10/- each at an issue price of Rs. 384.89/-per share aggregating to Rs. 1,49,99,933
Goldman Consulting Private Limited	25982 Equity Shares of face value Rs. 10/- each at an issue price of Rs 384.89/-per share aggregating to Rs. 1,00,00,211.

Accordingly, the consent of the shareholders by way of a Special Resolution is being sought, in accordance with the aforesaid provisions for the issuance of the said Shares.

In terms of Section 42 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

S. No.	**Particulars**	

1.	Particulars of the offer including the Date of Board Resolution	Preferential/ Private placement offer is made for issue of Equity Shares. Date of the Board Resolution: 29th August, 2026
2.	Kind, total number and price at which security is being offered	181871 Equity Shares of face value Rs. 10/- each at an issue price of Rs. 384.89/- per share aggregating to Rs. 7,00,00,329/-
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	According to the valuation report issued by Mr. Bhavin R Patel, the fair market value of the Company's shares is Rs. 384.89/- per share. Hence, the Company has decided to issue Equity Shares having face value of Rs. 10/- each at an issue price of Rs. 384.89/- per share which is not less than the fair market value for Company's shares as determined in the valuation report.
4.	Name and address of valuer who performed valuation	Mr. Bhavin R Patel, a registered valuer for Securities or Financial Assets bearing registration number IBBI/RV/05/2019/11668 Address: 315, Phoenix Complex, Nr. Suraj Plaza, Sayajigunj, Vadodara - 390020
5.	Amount which the company intends to raise	INR 7,00,00,329/- (Rupees Seven Crores Three Hundred Twenty Nine Only)
6.	Material terms of raising the securities, proposed time schedule, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	181871 Equity Shares of face value Rs. 10/- each are proposed to be issued at an issue price of Rs. 384.89/- per share aggregating to Rs. INR 7,00,00,329 /- on private placement/ preferential basis. The Equity Shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects including the payment of dividend, if any. Time schedule- Within the time limit prescribed by the applicable laws/regulations.

		Contribution of promoters- The proposed allottee is the Holding Company/ existing member of the Company
7.	Principle terms of assets charged as securities	Not applicable

Pursuant to Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, the following disclosures are made:

S. No.	Particulars	
1.	The objects of the issue	Working capital requirement and general business purpose
2.	The total number of shares or other securities to be issued	181871 Equity Shares
3.	The price or price band at/within which the allotment is proposed	At an issue price of INR 384.89/- per share
4.	Basis on which the price has been arrived at along with report of the registered valuer.	As per valuation report issued by Mr. Bhavin R Patel, a registered valuer
5.	Relevant date with reference to which the price has been arrived at	August 02, 2026
6.	The class or classes of persons to whom the allotment is proposed to be made	Body Corporate and Alternative Investment Fund (AIF)
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to the proposed offer. Accordingly, no shares offered pursuant to the proposed offer are proposed to be subscribed to by the Promoters, Directors or Key Managerial Personnel of the Company.

8.	The proposed time within which the allotment shall be completed	Within 60 (sixty) days of the receipt of the subscription amount from the subscriber.
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them,	(1) Aarth AIF Growth Fund having office situated at The Ruby 2nd Floor SW, 29 Senapati Bapat Marg, Dadar West, Mumbai, Maharashtra- 400028. It will hold 03.57% of the post private placement share capital. (ii) Venturex Fund I, situated at ICICI Bank Ltd, Empire Complex 1st Floor Sms Dept, 414 S B Marg Lower Parel West, Mumbai Maharashtra- 400013. It will hold 2.86% of the post private placement share capital. (iii) KIFS Finstock Limited having registered office at, KIFS Corporate House, 4th Floor, Iscon Ambli Rd, Nr Ashok Vatika Brts, Beside Hotel Planet Landmark, Ambli, Ahmedabad- 380054 It will hold 02.14% of the post private placement share capital. (iv) Goldman Consulting Private Limited having registered office at 306, 3rd Floor, Plot No-B-2,3,4 Building NDM - 1, Netaji Subhash Place, New Delhi, North West, India-110034. It will hold 1.43% capital of the post private placement share capital.
10.	The change in control, if any, in the company that would occur consequent to the private placement offer.	No change
11.	The number of persons to whom allotment on preferential basis have already been made during the year,	During the year, the No securities have been allotted on Private Placement basis.

	in terms of number of securities as well as price	
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
13.	Conversion Price	Not applicable
14.	The pre- issue and post issue shareholding pattern of the Company	Please refer **Annexure A**

The Board recommend the Resolution in Item No.1 for approval of the members by way of a Special Resolution.

None of the Directors (including relatives of directors) of the Company is concerned or interested, financially or otherwise, in this resolution.

By the order of the Board of
Intergen Energy Limited

KARAN SINGH

Digitally signed by KARAN SINGH
Date: 2026.09.02 22:13:17 +05'30'

Karan Singh
Managing Director
DIN: 05208335

Date: September 02, 2026
Place: Gurugram

Annexure A

PRE-ISSUE AND POST-ISSUE SHAREHOLDING PATTERN OF THE COMPANY

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	**% of share holding**	**No of shares held**	**% of share holding**
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total				
2	Foreign promoters (Bodies corporate)	15,53,502	94.91	15,53,502	85.42
3	Other (OCI)	41,666	2.55	41,666	2.29
	sub-total (A)	**15,95,168**	97.46	**15,95,168**	
B	Non-promoters' holding				
1	Institutional investors			-	-
2	Non-institution	-		-	-
	Private corporate bodies	-		25,982	1.43
	Public limited Company	-	-	38,972	2.14
	Directors and relatives	2	00	2	0
	Indian public			-	-
	others (including NRIs)	41,665	2.55	158584	8.98
	Sub-total (B)	**41,667**	**2.55**	**223540**	**10**
	GRAND TOTAL	**16,36,835**	**100**	**1818706**	**100**