CIN : L31901HP2009PLC031083

Corporate Office: INOXGFL Towers, Plot No.17, Sector-16A, Noida-201301, Uttar Pradesh, India.
Tel: +91-120-6149600 | contact@inoxwind.com
Fax: +91-120-6149610 | www.inoxwind.com

IWL: NOI: 2026 3rd September, 2026

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai 400 051

Scrip code: 539083 **Scrip code: INOXWIND**

Sub: Notice of 17th Annual General Meeting (AGM) of the Company for the Financial Year 2025-26

Dear Sir/Madam,

We wish to inform you that the **17th Annual General Meeting** ('**AGM**') of **Inox Wind Limited** (the '**Company**') is scheduled to be held on **Friday, 25th September, 2026 at 3.00 P.M. (IST)** through Video Conferencing/ Other Audio-Visual Means (**'VC/OAVM'**).

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of the notice of 17th AGM of the Company for the Financial Year 2025-26.

Notice of the AGM is being dispatched today to all the eligible shareholders whose e-mail Ids are registered with the Company/ Depositories and the same is also available on the Company's website at https://inoxwind.com.

Further, the Company has fixed **Friday, 18th September, 2026**, as the **Cut-off Date** for determining the eligibility for e-Voting. The remote e-Voting commences on **Tuesday, 22nd September, 2026 from 9.00 A.M. (IST)** and ends on **Thursday, 24th September, 2026 at 5.00 P.M. (IST).**

We request you to take the above on record.

Thanking You

Yours faithfully,
For **Inox Wind Limited**

DEEPAK BANGA
Digitally signed by DEEPAK BANGA
Date: 2026.09.03 21:48:21 +05'30'

Deepak Banga
Company Secretary

Encl.: As above

Inox Wind Limited

CIN: L31901HP2009PLC031083
Registered Office: Plot No. 1, Khasra Nos. 264 to 267, Industrial Area,
Village Basal- 174303, District Una, Himachal Pradesh
Telephone/ Fax: +91 1975 - 272001
Website: www.inoxwind.com; **Email:** investors.iwl@inoxwind.com

Notice of 17th Annual General Meeting

Notice is hereby given that the **Seventeenth Annual General Meeting** ("AGM") of the Members of **Inox Wind Limited** ("**Company**") will be held on **Friday, 25th September, 2026 at 3:00 P.M.** (**IST**) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the report of the Auditors thereon and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. Re-appointment of Shri Mukesh Manglik as a Director liable to retire by rotation

To re-appoint Shri Mukesh Manglik (DIN: 07001509), who retires by rotation and being eligible offers himself for re-appointment, as a Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with rules framed thereunder Shri Mukesh Manglik (DIN: 07001509) who retires by rotation at this Annual General meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. Re-appointment of Ms. Madhurima Sayan Das as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Ms. Madhurima Sayan Das (DIN: 06387873), a Non-Executive Independent Director of the Company, being eligible for re-appointment and in respect of whom the Nomination and Remuneration Committee of the Board has recommended her candidature for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 1 (one) year commencing from 5th September, 2026 and who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) of the Company be and is hereby authorized to do all such acts and take all steps as may be deemed necessary, proper and expedient to give effect to this resolution."

4. To approve the increase in the borrowing limits 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 earlier resolution passed by the Members of the Company at the Extra-ordinary General Meeting held on 23rd February, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include IWL Committee of the Board of Directors for Operations) to borrow, from time to time, any sum or sums of money for the purposes of the business of the Company, from banks, financial institutions, body corporates, other lenders or persons, whether in Indian Rupees or foreign currency, by way of loans, credit facilities, issue of debt securities or other permissible instruments or through such other permissible modes of borrowing, whether secured or unsecured, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed ₹ 8,000 Crore (Rupees Eight Thousand Crore only)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to determine the terms and conditions of such borrowings and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution."

5. To approve creation of mortgage, charge, hypothecation and other security interests on the assets of the Company pursuant to 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 THAT** in supersession of the earlier resolution passed by the Members of the Company at the Extra-ordinary General Meeting held on 23rd February, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions, sanctions and consents as may be required under applicable laws, rules, regulations and guidelines, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include IWL Committee of the Board of Directors for Operations) to mortgage, pledge, charge, hypothecate, create lien, security interest and/ or other encumbrance(s) of every nature and kind whatsoever as may be necessary on such of the movable and/ or immovable properties and assets of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board or any Committee thereof may direct, in favour of banks, financial institutions, investment institutions, mutual funds, trustees, debenture trustees, security trustees, lenders, bodies corporate and/ or any other person(s) (collectively referred to as the 'Lenders'), to secure the due payment of the principal, together with interest, additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies, including any increase as a result of devaluation, revaluation or fluctuation in foreign exchange rates, payable by the Company, its subsidiaries and other group entities, in respect of borrowings availed or instruments/ securities issued by any such entity including those issued on private placement basis or otherwise, where such security is permitted under applicable law and is in furtherance of the business interests of the Company, provided that the aggregate outstanding amount secured by such charge(s) shall not at any time exceed the borrowing limit approved by the Members under Section 180(1)(c) of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings, as may be necessary, proper, expedient or desirable for giving effect to this resolution, including making requisite filings with the statutory, regulatory or governmental authorities and settling any questions or difficulties that may arise in connection therewith."

6. Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year ending on 31st March, 2027

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,10,000 (Rupees Two Lakh Ten Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, as approved by the Board of Directors of the Company, to be paid to M/s. Jain Sharma and Associates, Cost Auditors (Firm Registration No. 000270) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31st March, 2027, be and is hereby ratified and confirmed."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/ or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

7. Approval of Material Related Party Transactions of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions, based on the approvals of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company to enter into and/ or continue with the existing material related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s), whether by way of an individual transaction or transactions taken together or series of transactions or otherwise, with the related parties as detailed below, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the

Listing Regulations, within the limits and on the terms and conditions set out in the explanatory statement, during the period commencing from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company to be held in the year 2027, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and on an arm's length basis:

S. No.	Name of the Related Party and Relationship
1.	Inox Green Energy Services Limited ("IGESL") and/ or any of its subsidiaries, a subsidiary of the Company
2.	Inox Renewable Solutions Limited ("IRSL") and/ or any of its subsidiaries, a subsidiary of the Company
3.	Inox Clean Energy Limited ("ICEL") and/ or any of its subsidiaries, a group company
4.	Shri Devansh Jain, Whole-time Director of the Company"

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Deepak Banga
Company Secretary
ICSI Membership .No.: ACS 12716

Date: 7th August, 2026
Place: Noida

Notes:

1. In accordance with the Ministry of Corporate Affairs ("MCA") General Circulars, including the latest General Circular No. 3/2025 dated 22nd September, 2025 (collectively, the "MCA Circulars") and the relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), including SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 and other applicable SEBI circulars (collectively, the "SEBI Circulars"), the Annual General Meeting ("AGM") is permitted to be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, Members can attend and participate in the AGM through VC/OAVM.

2. In compliance with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the **17th Annual General Meeting (the "AGM" or the "Meeting") of the Members of Inox Wind Limited (the "Company") is scheduled to be held on Friday, 25th September, 2026 at 03:00 P.M. (IST)** through VC/ OAVM. Accordingly, the Members can attend and participate in the ensuing AGM through VC/ OAVM. They can also vote on the items to be transacted at the Meeting as mentioned in this Notice through electronic voting process ("e-Voting") via remote e-Voting or e-Voting during the AGM by following the procedure as detailed below in Note Nos. 10 to 13.

3. The attendance of the Members participating in the AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS MENTIONED ABOVE THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS TO ATTEND AND VOTE AT THE AGM IS NOT AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

   However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, the representatives of the Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the Meeting held through VC/ OAVM and in this regard should send the relevant Board Resolution/ Authority Letter together with the specimen signature of the duly authorised signatory to the Company.

5. Institutional investors who are Members of the Company are encouraged to attend and vote in the AGM being held through VC/ OAVM.

6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business as mentioned in the Notice is annexed hereto.

7. Necessary information of the Directors seeking appointment/re-appointment at the AGM as required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") is given below:

Name of Director	Shri Mukesh Manglik	Ms. Madhurima Sayan Das
Directors Identification Number (DIN)	07001509	06387873
Brief Resume	He has over four decades of expertise in the design and development of power electronics and process controls, including more than two decades of experience in the wind sector.	Ms. Madhurima Sayan Das has over 30 years of experience in financial advisory services, with a focus on mergers and acquisitions across sectors including information technology, consumer, industrial, financial services, media, and others. Her experience covers fundraising, buy-side and sell-side advisory, business plan reviews, pricing analysis, and transaction support including investor/ target identification, negotiations, due diligence, and transaction closure in coordination with legal and tax advisors.
Date of Birth and Age	75 years; 16th September, 1951	55 Years; 17th January, 1971
Date of first appointment on the Board	29th August, 2020	05th September, 2025
Qualification	He holds a Bachelor's Degree in Electrical Engineering from Veermata Jijabai Technological Institute, Mumbai.	Ms. Das holds a PGDM degree from IIM Bangalore.

Name of Director	Shri Mukesh Manglik	Ms. Madhurima Sayan Das
Experience/ Expertise in Specific Functional Area	He has over four decades of expertise in the design and development of power electronics and process controls, including more than two decades of experience in the wind sector. He has extensive knowledge of wind turbine generator engineering, operations, maintenance and commissioning. He has been associated with the Inox Group since 2008 and is heading the Engineering and Product Development Department. He is also on the Boards of various INOXGFL Group companies.	She has over 30 years of experience in financial advisory services. She was associated with PwC Mumbai for over 15 years as part of the Corporate Finance & Investment Banking team. In 2013, she founded Roebuck Consultancy Services Private Limited which provides M&A and related advisory services to corporates across diverse industries.
Directorship held in other Listed Companies (along with the listed entities from which the person has resigned in the past three years)	He is a Whole-time Director of Inox Green Energy Services Limited (listed company) and a Director on the Board of the following unlisted companies: 1. Inox Renewable Solutions Limited (formerly known as Resco Global Wind Services Private Limited) 2. Vibhav Energy Private Limited 3. Tempest Wind Energy Private Limited 4. Flurry Wind Energy Private Limited 5. Suswind Power Private Limited 6. IGESL Solar O&M Services Private Limited (formerly known as Ripudaman Urja Private Limited) 7. Marut-Shakti Energy India Limited 8. RBRK Investments Limited He has not resigned from any listed entity in the past three years.	She does not hold any directorship in any other listed company and is a Director on the Board of the following unlisted companies: 1. Roebuck Consultancy Services Private Limited 2. Fox & Mandal Consultancy Solutions Private Limited She has not resigned from any listed entity in the past three years.
Membership/ Chairmanship of Committees of the Board held	**Inox Wind Limited (IWL)** • Member of Nomination and Remuneration Committee; • Member of Business Responsibility Committee; and • Member of the IWL Committee of the Board of Directors for Operations. **Inox Green Energy Services Limited (IGESL)** • Chairman of CSR Committee • Member of the IGESL Committee of the Board of Directors for Operations; • Member of Audit Committee; and • Member of Business Responsibility and Sustainability Committee	Nil
Terms & Conditions of appointment/re- appointment	Re-appointment as a director liable to retire by rotation.	Re-appointment for a second term as an Independent Director, not liable to retire by rotation
The Number of Meetings of the Board attended during the year 2025-26	3 out of 6	2 out of 2

Name of Director	Shri Mukesh Manglik	Ms. Madhurima Sayan Das
Remuneration last drawn as Director	Only sitting fees aggregating ₹ 1.70 Lakhs was paid during FY 2025-26	Only sitting fees aggregating ₹ 1.20 Lakhs was paid during FY 2025-26
Inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors, Manager and other Key Managerial Personnel	Not related to any Directors, Manager and other Key Managerial Personnel
Shareholding in the Company, including shareholding as a beneficial owner	Nil	Nil

8. **Dispatch of Annual Report through electronic mode**

In accordance with the provisions of the Companies Act, 2013 and Rules framed thereunder read with the MCA Circulars and the SEBI Circulars, the companies are permitted to send documents like Notice convening the general meetings, Audited Financial Statements, Board's Report, Auditor's Report or other documents required to be attached therewith, in electronic form only, to all the members who have registered their e-mail address either with the Company or with the depository participant. In line with the same, the Notice alongwith the Annual Report of the Company for the Financial Year ended 31st March, 2026, is being sent through electronic form only through e-mail to those Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent (the "RTA"), i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)/ Depository Participant(s)/Depositories.

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing web-link, including the exact path, where the Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories.

Members may note that the Notice and the Annual Report of the Company for the Financial Year ended 31st March, 2026 will also be available on the Company's website at www.inoxwind.com, websites of the Stock Exchanges i.e. NSE and BSE where the Equity Shares of the Company are listed. The Notice is also available on the e-Voting website of the agency engaged for providing e-Voting facility i.e. National Securities Depository Limited (NSDL) viz. www.evoting.nsdl.com.

For receiving all communication (including Annual Report) from the Company electronically:

a) Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participant. National Securities Depository Limited ("**NSDL**") has provided a facility for registration / updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login.

b) Members holding shares in physical mode are requested to follow the process set out in Note No. 11 in this Notice.

9. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.

10. **Instructions for Members for Remote e-Voting and Joining Annual General Meeting (AGM) through VC/ OAVM**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company is providing e-Voting facility to all Members to cast their votes using electronic voting system from any place before the meeting ("remote e-Voting") and during the meeting, in respect of the resolutions proposed in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e-Voting agency.

How do I vote electronically using NSDL e-Voting system?

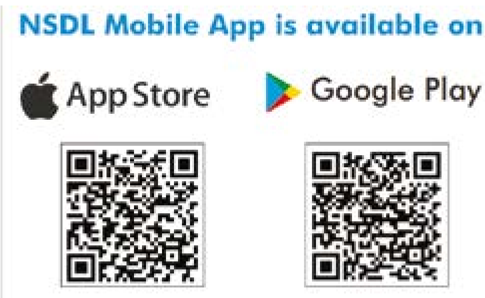
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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. The 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 demat mode with **NSDL**	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 held 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 **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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with **CDSL**	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 who wish to login **Easi /Easiest** facility of CDSL are requested to visit CDSL website www.cdslindia.com and click on login icon & then to New System **My Easi** Tab and then use your existing **My Easi** username & password. 2. After successful login on the **Easi/ Easiest** tab, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting 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 or joining virtual meeting & voting during the meeting. Additionally, links are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. To register, click on login & New System My Easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from an e-Voting link available on CDSL home page i.e. www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & E-mail Id as recorded in the demat account of the user. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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's 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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting 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?

i. 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.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

iii. 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 e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Details regarding User ID are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

v. 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' was communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .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.

vi. 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.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

i. 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 and General Meeting is in active status.

ii. Select "EVEN" of the Company i.e. Inox Wind Limited, for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

iii. Now you are ready for e-Voting as the Voting page opens.

iv. 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.

v. Upon confirmation, the message "Vote cast successfully" will be displayed.

vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

a) 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 samdanics@gmail.com with a copy marked to 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.

b) 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 to reset the password.

c) 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 or call on.: 022-48867000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

11. **Process for those Members whose Email Ids are not registered with the Depositories/ Company for obtaining login credentials for joining the Meeting through VC/ OAVM and for e-Voting**

    i. 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 investors.iwl@inoxwind.com.

    ii. 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 investors.iwl@inoxwind.com. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

    iii. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

    iv. 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.

12. **Instructions for Members for e-Voting on the day of the AGM**

    i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

    ii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.

    iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to again vote at the AGM.

    iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

13. **Instructions for Members for attending the AGM through VC/OAVM**

    i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for "**Access to NSDL e-Voting system**". After successful login, you can see the link of "VC/OAVM" placed under "**Join meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

    ii. Members are encouraged to join the Meeting through Laptops for better experience.

    iii. Members are requested to use a high-speed internet connection to avoid any disturbance during the Meeting.

    iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

    v. Members may note that the facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on a first-come-first-served basis. However, this will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors and such other persons who are entitled to attend the AGM without restriction on account of first- come-first-served basis.

    vi. Members may join the AGM through VC/ OAVM facility 15 minutes before the scheduled time of AGM and it will be kept open for 15 minutes after the conclusion of the AGM.

    vii. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on **the Cut-off date i.e. Friday, 18th September, 2026**, may download the Notice of the Meeting from the websites of the Company, Stock Exchanges i.e. NSE and BSE & NSDL and can exercise their voting rights through remote e-Voting or by e-Voting during the Meeting by following the instructions listed in this notice.

viii. The remote e-Voting period begins on **Tuesday, 22nd September, 2026 at 9:00 A.M. (IST) and ends on Thursday, 24th September, 2026 at 5:00 P.M. (IST),** during this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. **18th September, 2026**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter.

14. **Speaker Registration before AGM**

The Members who would like to express their views/ ask questions/ queries during the AGM may register themselves in advance as speakers by sending their request 7 days prior to the Meeting i.e. not later than 18th September, 2026 mentioning their questions alongwith Name, Demat account number/Folio number, Email-id, Mobile number at investors.iwl@inoxwind.com from their registered email address. The queries of the Members will be replied by the Company suitably.

Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM provided they hold shares as on the Cut-off date i.e. Friday, 18th September, 2026. The Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers as appropriate for smooth conduct of the AGM.

15. **Procedure for Inspection of Documents**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ('the Act') the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, a certificate from the Secretarial Auditor of the Company certifying that the Inox Wind Stock Option Scheme 2024 has been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the AGM. All the documents referred to in this Notice will also be available for inspection electronically on all working days without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an e-mail to investors.iwl@inoxwind.com mentioning his/ her/ its folio number/ DP ID and Client ID.

Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Friday, 18th September, 2026 by sending e-mail on investors.iwl@inoxwind.com. The same will be replied by the Company suitably.

16. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the Cut-off date of **18th September, 2026**. For all other Members who are not holding shares as on **18th September, 2026** and receive the Annual Report of the Company, the same is for their information.

17. The Board of Directors has appointed Shri S. Samdani (FCS 3677) and failing him Shri Suresh kumar Kabra (ACS 9711), Partners of M/s Samdani Shah and Kabra, Practising Company Secretaries, Vadodara as the Scrutinizer(s) to scrutinize the voting including e-Voting process in a fair and transparent manner.

18. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in presence of at least two witnesses not in the employment of the Company and will make, not later than two working days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

19. Once declared, the results along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.inoxwind.com and on the website of NSDL www.evoting.nsdl.com and shall be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.

20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.:

    i. For shares held in electronic form: to their Depository Participants (DPs)

    ii. For shares held in physical form: to the Company/ Registrar and Share Transfer Agent in the prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD_RTA/P/CIR/2021/687 dated 14th December, 2021. Members may also refer to website of the Company at https://www.inoxwind.com/investor.html for more details.

21. Members may please note that SEBI vide its circulars issued from time to time has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website; www.inoxwind.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

22. Members may note that SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has mandated that all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of the same, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's Registrar & Share Transfer Agent (RTA): MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (Unit: Inox Wind Limited), Noble Heights, 1st Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janak Puri, New Delhi-110058 or may write to the Company at INOXGFL Towers, Plot No. 17, Sector-16A, Noida - 201301, Uttar Pradesh, for assistance in this regard.

23. As per the provisions of Section 72 of the Companies Act, 2013 and applicable SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://www.inoxwind.com/investor.html. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

24. Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent; MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) quoting their Folio number etc.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

Ms. Madhurima Sayan Das was appointed as an Independent Director of the Company for a term of 1 (one) year with effect from 5th September, 2025 in accordance with the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, her present term as an Independent Director is due to expire on 4th September, 2026.

The Nomination and Remuneration Committee, at its meeting held on 7th August, 2026, after taking into consideration the performance evaluation of Ms. Madhurima Sayan Das, her skills, experience, expertise, contribution during her tenure and continued fulfilment of the criteria of independence, recommended her re-appointment as an Independent Director of the Company for a second term of 1 (one) year commencing from 5th September, 2026.

The Board of Directors, based on the performance evaluation of Ms. Madhurima Sayan Das and the recommendation of the Nomination and Remuneration Committee, is of the view that, considering her extensive experience, expertise, valuable contribution to the deliberations of the Board and her commitment and participation in the affairs of the Company, her continued association would be beneficial to the Company and its stakeholders.

Accordingly, approval of the Members is being sought for the re-appointment of Ms. Madhurima Sayan Das as an Independent Director of the Company, not liable to retire by rotation, for a second term of 1 (one) year commencing from 5th September, 2026.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a company and shall be eligible for re-appointment for a second term on passing of a Special Resolution by the Members and disclosure of such re-appointment in the Board's Report.

The Company has received a declaration from Ms. Madhurima Sayan Das confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and the Listing Regulations. The Company has also received confirmation that she is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board, she fulfils the conditions specified under the Act and the Listing Regulations for re-appointment as an Independent Director and is independent of the management of the Company.

Brief particulars of Ms. Madhurima Sayan Das, including her profile, qualifications, experience, directorships and committee memberships, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in Note No. 7 forming part of this Notice.

Except Ms. Madhurima Sayan Das and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members as a Special Resolution.

Item No. 4

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company can exercise the power to borrow money, where the money to be borrowed, together with the money already borrowed by the company, will exceed the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, only with the approval of the Members by way of a Special Resolution.

The Members of the Company, at the Extra-ordinary General Meeting held on 23rd February, 2015, had approved the borrowing powers of the Board of Directors upto an aggregate amount of ₹ 5,000 Crore. The Company currently has a working capital consortium arrangement of ₹ 4,000 Crore, of which approximately 80% is utilised, along with certain other credit facilities from its existing lenders.

Considering the Company's projected business growth, increasing working capital requirements, capital expenditure and expansion plans, the Company's funding requirements are expected to increase significantly in the coming years. The Company may also require additional financial flexibility for refinancing existing borrowings and meeting other business and corporate funding requirements from time to time.

In view of the existing level of sanctioned and utilised credit facilities and the anticipated increase in funding requirements, the available headroom under the current borrowing limit of ₹ 5,000 Crore may not be sufficient to support the Company's future business requirements and growth plans. Accordingly, it is proposed to increase the borrowing limit of the Company from ₹ 5,000 Crore to ₹ 8,000 Crore to provide adequate flexibility for raising funds, as and when required, from banks, financial institutions and other permissible sources.

The borrowings raised by the Company may, in the ordinary course of business, be secured by way of mortgage, charge, hypothecation, pledge, lien or other security over the movable and/or immovable properties and assets of the Company, in such form, manner and ranking as may be determined by the Board from time to time in consultation with the lenders.

The Board of Directors, at its meeting held on 7th August, 2026, approved the aforesaid proposal.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the Members as a Special Resolution.

Item No.5

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act"), the Board of Directors of the Company is required to obtain the consent of the Members by way of a Special Resolution for creation of mortgage, charge, hypothecation or other encumbrance on the whole or substantially the whole of the undertaking(s) of the Company.

The Company may, from time to time, be required to create mortgage, charge, hypothecation or other security/encumbrance over its movable and/or immovable properties, present and future, in favour of banks, financial institutions, debenture trustees, lenders or other persons, to secure borrowings, including working capital facilities, term loans and other financial facilities.

The Members of the Company, at their Extra-ordinary General Meeting held on 23rd February, 2015, had earlier authorised the Board of Directors to create mortgage(s), charge(s), hypothecation(s) and pledge(s) over the movable and immovable properties of the Company, present and future, to secure borrowings and other obligations, subject to the overall limit of ₹ 5,000 Crore.

In view of the proposed enhancement of the borrowing limits of the Company from ₹ 5,000 Crore to ₹ 8,000 Crore as set out in Item No. 4 of the Notice to provide the necessary flexibility in relation to financing arrangements, approval of the Members is being sought under Section 180(1)(a) of the Act to authorise the Board of Directors to create such mortgage(s), charge(s), hypothecation(s), pledge(s), lien(s), security interest(s) and/or other encumbrance(s) over the assets of the Company, including where such security extends to the whole or substantially the whole of an undertaking and, depending upon the nature and extent of such security and the rights exercisable by the lenders or security trustees pursuant thereto, may amount to or otherwise involve dealing with such undertaking within the meaning of Section 180(1)(a) of the Act.

Accordingly, the approval of the Members is being sought under Section 180(1)(a) of the Act to authorise the Board of Directors to create such security over the assets of the Company in connection with the borrowings and other financing arrangements, in accordance with the terms of the proposed resolution.

The Board of Directors, at its meeting held on 7th August, 2026, approved the aforesaid proposal.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

Item No. 6

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment of M/s. Jain Sharma and Associates, Cost Auditors (Firm Registration No. 000270), as Cost Auditors of the Company for the Financial Year ending 31st March, 2027 at a remuneration of ₹ 2,10,000 (Rupees Two Lakh Ten Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, subject to ratification by the Members of the Company.

Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2027 as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 7

Inox Wind Limited ("IWL" or the "Company") is one of India's leading integrated wind energy solutions providers engaged in the manufacture and supply of wind turbine generators ("WTGs") and ancillary and incidental equipment. The Company, through its subsidiaries is engaged in erection, procurement and commissioning (EPC) of WTGs (through Inox Renewable Solutions Limited) and the operations and maintenance (O&M) services of wind and solar farms (through Inox Green Energy Services Limited), enabling it to offer integrated solutions across the renewable energy value chain.

The Company forms part of the INOXGFL Group's integrated renewable energy platform, under which various Group entities are engaged in complementary businesses across the renewable energy value chain, including manufacture and supply of wind turbine generators and related equipment, engineering, procurement and construction services, renewable energy project development, operations and maintenance of WTGs and solar farms and other allied activities.

Given the integrated nature of the Group's renewable energy business, the Company and, wherever applicable, its subsidiaries, regularly undertake transactions with various Group entities to meet customer requirements, facilitate integrated business arrangements, support project execution and operational requirements, optimise working capital, treasury and funding arrangements and efficiently conduct their business operations. These transactions include, inter alia, purchase and sale of goods and services, operational and project support arrangements, financial accommodations and other commercial arrangements required for the efficient conduct of business. In addition, the Company may, from time to time, avail financial assistance, from its Group entity, Inox Clean Energy Limited and Promoter Director, Shri Devansh Jain to meet its fund requirements, if need arises.

The proposed related party transactions arise from the Company's business and operational requirements, including integrated business arrangements with Group entities and, in the case of financial arrangements with the Promoter Director, the Company's funding and treasury requirements. The proposed transactions are intended to facilitate the efficient conduct and growth of the Company's business and provide the Company with appropriate operational and financial flexibility. These transactions, inter alia, provide the following benefits:

- Operational efficiency through integration of services, procurement and execution across Group entities;
- Cost optimisation driven by economies of scale, shared infrastructure and procurement advantages;
- Access to technical expertise, execution capabilities and specialised resources available within the Group;
- Enables the Company to deliver integrated turnkey renewable energy solutions to customers by leveraging synergies, scale and competencies across Group entities:
- Strategic alignment with the Company's long-term growth plans and expansion of its project pipeline.

Having regard to the nature of the Company's business, these transactions are repetitive and continuous in nature and are undertaken from time to time depending upon business requirements, project execution schedules, commercial opportunities, operational exigencies and working capital and funding requirements. It is not practical to seek separate shareholders' approval for each individual transaction as and when the need arises. Accordingly, approval of the Members is being sought to enable the Company to enter into such related party transactions, contracts, arrangements and agreements during the approval period within the maximum limits specified in the explanatory statement. The proposed limits are enabling in nature and are intended to provide adequate operational flexibility to meet business requirements. The actual value of transactions undertaken may vary depending upon business needs and may be lower than the approved limits.

The proposed related party transactions of the Company are intended to be undertaken in the ordinary course of business and on an arm's length basis in accordance with applicable laws and the Company's Policy on Related Party Transactions. The pricing and commercial terms of such transactions are determined using appropriate benchmarking mechanisms, including prevailing market prices, comparable third-party quotations, cost-plus arrangements, negotiated commercial terms and other generally accepted pricing methodologies, having regard to the nature of the transaction.

The related party transactions proposed to be entered into by the Company are subject to prior approval and periodic review by the Audit Committee in accordance with applicable laws and the Company's Policy on Related Party Transactions. The related party transactions proposed to be entered into with the subsidiaries of the Company and other related parties, as set out in this Notice, shall also be subject to such approvals as may be required under applicable laws and the respective policies and governance framework of the parties concerned, wherever applicable.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), material related party transactions and subsequent material modifications thereto require prior approval of the shareholders of the listed entity by way of an ordinary resolution.

As the annual consolidated turnover of the Company, based on its last audited consolidated financial statements for FY 2025-26, is ₹ 4,397.12 Crore, the Company falls within the first slab prescribed under Schedule XII of the Listing Regulations, applicable to listed entities having an annual consolidated turnover of upto ₹ 20,000 Crore. Accordingly, a related party transaction shall be regarded as material if the value of the transaction, whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the Company's annual consolidated turnover, being ₹ 439.71 Crore.

Considering the nature and scale of the Company's business operations, certain of the proposed related party transactions, individually or when aggregated with previous transactions undertaken during a financial year with the relevant related party(ies), may exceed the applicable materiality threshold during the period commencing from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM of the Company. Accordingly, approval of the Members is being sought for the proposed material related party transactions.

The Audit Committee and the Board of Directors, at their respective meetings held on 7th August, 2026, have reviewed the proposed enabling limits and the nature of the proposed related party transactions and, inter alia, considered the commercial rationale, business requirements, pricing framework, arm's length principles, ordinary course of business criteria and the interests of the Company and its minority shareholders. In determining the proposed enabling limits, due consideration has been given to the Company's expected business growth, expansion of operations, anticipated project pipeline, treasury and funding requirements, possible inter-group operational arrangements, working capital requirements, contingent obligations and business opportunities that may arise during the approval period. The proposed limits are enabling in nature and are intended to provide the Company with adequate operational and financial flexibility to undertake transactions as and when business requirements arise. The actual value of transactions may be substantially lower than the approved limits, and the approval of such enabling limits should not be construed as an indication that the entire limits will necessarily be utilised during the approval period.

The Audit Committee has also considered the certificate submitted by the Chief Financial Officer and the Whole-time Directors of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".

The Audit Committee and the Board of Directors are of the opinion that the proposed enabling limits are commercially justified, operationally necessary and in the best interests of the Company and its shareholders and are not prejudicial to the interests of its minority shareholders.

The Director(s) of the Company who are also directors, promoters, members of the promoter group or otherwise associated with the relevant related parties, as disclosed in the respective explanatory statement forming part of this Notice, and their relatives, to the extent of their shareholding interest, if any, may be deemed to be concerned or interested in the resolution.

Save and except as aforesaid, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Pursuant to Regulation 23 of the Listing Regulations, no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 7 of the accompanying Notice, irrespective of whether such related party is a party to the particular transaction or not.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval of the Members as an Ordinary Resolution.

The details of the proposed related party transactions and the disclosures required under Regulation 23(4) of the Listing Regulations, the applicable SEBI Master Circular and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are set out below:

1. Transactions between the Company and Inox Green Energy Services Limited (“IGESL”) and/ or any of its subsidiaries, a subsidiary of the Company

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Inox Green Energy Services Limited (‘IGESL’) and/ or any of its subsidiaries, a subsidiary company
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in the business of Operation and Maintenance Services (O&M) for wind and solar energy projects
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	IGESL is a material subsidiary of the Company and hence a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	The Company holds 51.13% of the equity share capital of IGESL.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil
A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	See table below

S. No.	Nature of transactions (on consolidated basis)	Amount (₹ in Crore)
1.	Purchase of goods and/ availing of services	33.68
2.	Sale of goods and/ providing of services	7.52
3.	Giving of inter-corporate deposits	85.93
4.	Receiving of inter-corporate deposits	160.51
5.	Reimbursement of expenses paid	0.40
6.	Reimbursement of expenses received	1.25
Total		**289.29**

Note: Consequential transactions arising from the above principal transactions including repayment of inter-corporate deposits, interest income and interest expense were also undertaken in the ordinary course of business.

2. Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.

S. No.	Nature of transactions (on consolidated basis)	Amount (₹ in Crore)
1.	Purchase of goods and/ availing of services	5.51
2.	Inter-corporate deposits taken	85.73
3.	Reimbursement of expenses received	0.37
4.	Advance received from customer for sale of goods	205.60
Total		**297.21**

Note: Consequential transactions arising from the aforesaid principal transactions including inter-corporate deposits repay and interest paid were also undertaken in the ordinary course of business.

As on 30th June 2026, the Company has provided guarantees aggregating ₹ 135 Crore in favour of banks and financial institutions in connection with the facilities availed by IGESL.

3. Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.

No

A(4) Amount of the proposed transactions (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 1,750 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	39.80 %
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	622.75%

6. Financial performance of the related party for the immediately preceding financial year.

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis

Particulars	Amount (₹ in Crore)	
	Standalone	Consolidated
Turnover	238.48	281.01
Profit After Tax	52.47	103.44
Net worth	1,731.51	1,707.11

A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	See table below

S. No.	Nature of proposed transactions for approval	Amount (₹ in Crore)
1.	Purchase of goods or availing of services	250
2.	Sale of goods or rendering of services	500
3.	Giving of inter-corporate deposits	350
4.	Receiving of inter-corporate deposits	350
5.	Reimbursement/recovery of expenses	200
6.	Other incidental and ancillary business transactions	100
Total		**1,750**

The proposed limits are enabling in nature and represent the maximum aggregate value of transactions that may be undertaken during the approval period. The actual value of transactions may vary depending upon business requirements and may be lower than the approved limits.

The proposed limits are higher than the historical transaction values primarily on account of:

- expected growth in business volumes;
- expansion of project pipeline and operational activities;
- working capital and funding requirements;
- business contingencies and commercial opportunities;
- need for adequate operational flexibility during the approval period.

2.	Details of the proposed transaction	The proposed transactions with IGESL comprise purchase and sale of goods and services, giving and receiving of inter-corporate deposits, reimbursement and recovery of expenses and other incidental and ancillary business transactions undertaken in the ordinary course of business. IWL is engaged in the business of manufacturing and supply of wind turbine generators and allied equipment while IGESL is engaged in the business of operations and maintenance services of wind and solar farms. The proposed transactions with IGESL are expected to arise in connection with customer requirements, integrated business arrangements, project execution activities, operational support arrangements, working capital and funding requirements and other commercial requirements undertaken in the ordinary course of business. The proposed limits are enabling in nature and provide flexibility to undertake transactions as and when business requirements arise during the approval period. The actual value of transactions may vary depending upon operational requirements and may be lower than the approved limits.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for the period commencing from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate value of the proposed transactions is ₹ 1,750 Crore, details whereof are set out above. Approval of the Members is being sought for the approval period as specified in the resolution.

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transactions are commercially beneficial and operationally necessary for the efficient conduct of the Company's business. The Company is engaged in the business of manufacturing and supply of wind turbine generators, allied equipment and through its subsidiaries, the Company is engaged in engineering, procurement and construction services and other allied renewable energy solutions including operations and maintenance of wind and solar farms. In the ordinary course of business, the Company enters into various transactions for procurement and supply of goods and services, execution of EPC contracts, project development activities, availing and rendering of support services and other operational requirements. The renewable energy sector requires coordinated execution of various activities across the project lifecycle, including manufacturing and supply of WTGs, project development, engineering, procurement and construction activities and other ancillary services. The proposed transactions are expected to arise in connection with such business requirements, customer contracts, project execution activities, operational support arrangements and other commercial requirements undertaken in the ordinary course of business. Further, the Company may, from time to time, undertake working capital and funding arrangements, reimburse expenses and enter into other incidental or ancillary business transactions as may be commercially expedient for efficient business operations and optimum utilisation of financial and operational resources. The proposed enabling limits provide the Company with the necessary operational and financial flexibility to undertake such transactions as and when business requirements arise during the approval period. All the proposed transactions shall be undertaken on an arm's length basis and in the ordinary course of business. The pricing for such transactions is determined using appropriate methodologies, including: • Benchmarking with comparable independent transactions, wherever available; • Cost-plus mechanism with appropriate margins based on nature of services; • Prevailing market prices, quotations or commercial terms offered to/from unrelated parties. The Audit Committee undertakes periodic review of the actual transactions entered into under the approved framework. The proposed transactions are therefore in the best interests of the Company and its shareholders and are not prejudicial to the interests of the Company or its minority shareholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	IGESL is a material subsidiary of the Company. The Company, being the Promoter of IGESL, together with other members of the Promoter Group, collectively holds 56.12% of the equity share capital of IGESL. Shri Devansh Jain, Whole-time Director of the Company, may be deemed to be interested in the proposed transaction(s), as he, jointly with his relatives and entities controlled by him, indirectly exercises control over IGESL. Further, Shri Manoj Dixit, Whole-time Director, Shri Mukesh Manglik, Non-Executive Director, Shri Sanjeev Jain, Independent Director, and Shri Brij Mohan Bansal, Independent Director, of the Company, also serve on the Board of IGESL and/or the board(s) of certain subsidiaries of IGESL and may accordingly be deemed to be interested in the proposed transaction(s) to that extent. Except as stated above and save and except to the extent of their respective shareholding interest, if any, in IGESL, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed transaction(s).

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable. The proposed related party transactions shall be undertaken on an arm's length basis in the ordinary course of business. Considering the nature of the transactions, no valuation report or external party report is required under applicable law. The Audit Committee has reviewed the rationale, material terms and conditions, pricing methodology and arm's length basis of the proposed transactions based on the information, documents and certifications placed before it, including the certificate submitted by the Chief Financial Officer and the Whole-time Directors of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".
9.	Other information relevant for decision making.	The proposed transactions are enabling in nature and are intended to provide operational, commercial and financial flexibility to the Company for carrying on its business efficiently during the approval period. The proposed transactions will be undertaken based on business requirements, on an arm's length basis and in the ordinary course of business and shall remain subject to the oversight and periodic review of the Audit Committee in accordance with applicable law and the Company's Policy on Related Party Transactions. Apart from the information set out above and elsewhere in the Explanatory Statement, there are no other material facts relevant for the Members to consider while approving the proposed related party transactions

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions are undertaken in the ordinary course of business based on operational, technical and commercial requirements of the Company and its subsidiary. Depending upon the nature of the transaction, pricing and commercial terms are determined through appropriate business processes, including market benchmarking, competitive quotations, cost-plus arrangements, prevailing market practices, negotiations and such other commercially accepted mechanisms as may be applicable. Where considered appropriate, the Company may also obtain quotations or evaluate comparable third-party arrangements.
2.	Basis of determination of price	The pricing and commercial terms of the proposed transactions shall be determined on an arm's length basis in accordance with the Company's Policy on Related Party Transactions and applicable law, having regard to the nature of the transaction and prevailing market conditions. The basis of pricing may include market prices, comparable uncontrolled prices, third-party quotations, cost-plus methodology, contractual arrangements with customers, negotiated commercial terms or such other generally accepted pricing methodologies as may be appropriate for the particular transaction.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	Trade advances, if any, may be extended/received in the ordinary course of business in accordance with customary industry practices and contractual requirements from time to time within the overall approved transaction limits.
	b. Tenure	As mutually agreed, and in accordance with the underlying commercial arrangements and normal business practices.
	c. Whether same is self-liquidating?	Yes, trade advances are ordinarily adjusted against the supply of goods or rendering of services under the underlying contractual arrangements.

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	The proposed inter-corporate deposits may be funded from the Company's internal accruals, operational cash flows, available surplus funds and/ or such other permissible sources as may be available from time to time.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	Not applicable
	b. Total cost of borrowing	Not applicable
	c. Tenure	Not applicable
	d. Other details	Not applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Not applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The rate of interest shall be determined on an arm's length basis having regard to prevailing market conditions, comparable borrowing rates, tenure and credit profile.
5.	Maturity / due date	As may be mutually agreed between the parties from time to time.
6.	Repayment schedule & terms	As may be mutually agreed, having regard to business requirements and applicable law.
7.	Whether secured or unsecured?	The proposed inter-corporate deposits may be secured or unsecured depending upon commercial considerations and mutually agreed terms.
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilised by the recipient for its principal business activities and general corporate purposes in the ordinary course of business.

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	The latest credit ratings assigned by CRISIL to IGESL's banking facilities are 'CRISIL A/Positive' for long-term facilities and 'CRISIL A1' for short-term facilities.

2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	There has been no default on borrowings during the last three financial years by IGESL from the listed entity or any other person, based on information available in the public domain and/or information made available by IGESL.
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Based on information provided by IGESL: • IGESL's account has not been classified as a Non-Performing Asset (NPA) by any of its bankers and no such status is currently subsisting; • IGESL has not been declared a wilful defaulter by any bank or financial institution; • IGESL is not undergoing or facing any application for commencement of insolvency resolution process or liquidation; • IGESL does not suffer from any disqualification under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

2. Transactions between the Company and Inox Renewable Solutions Limited and/ or any of its subsidiaries, a subsidiary of the Company

Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Inox Renewable Solutions Limited ('**IRSL**') and/ or any of its subsidiaries, a subsidiary company
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in the business of providing engineering, procurement and construction (EPC) services, including resource assessment, site acquisition, project evacuation, infrastructure development, erection and commissioning of wind turbine generators and modules.

A(2) Relationship and ownership of the related party

1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	IRSL is a material subsidiary of the Company and hence a related party under Section 2(76) of the Companies Act, 2013, Regulation 2(1) (zb) of SEBI (LODR) Regulations, 2015.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	The Company holds 87.73% of the equity share capital of IRSL.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A(3) Details of previous transactions with the related party

1. Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.

S. No.	Nature of transactions (on consolidated basis)	Amount (₹ in Crore)
1.	Purchase of goods and Services	155.17
2.	Inter-corporate deposits given/ received back	574.51
3.	Sale of goods	220.50
4.	Inter-corporate deposits taken back	104.54
5.	Reimbursement of expenses paid	3.94
6.	Reimbursement of expenses received	90.14
Total		**1,148.80**

Note: Consequential transactions arising from the above principal transactions including inter-corporate deposits repay, interest paid and interest received were also undertaken in the ordinary course of business.

2. Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.

S. No.	Nature of transactions (on consolidated basis)	Amount (₹ in Crore)
1.	Purchase of goods and Services	20.13
2.	Sale of goods	154.47
3.	Inter-corporate deposits given	98.97
4.	Reimbursement of expenses paid	1.13
5.	Reimbursement of expenses received	21.38
Total		**296.08**

Note: Consequential transactions arising from the above principal transactions including inter-corporate deposits received back and interest received were also undertaken in the ordinary course of business.

3. Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.

No default has been reported by the related party in meeting its obligations with the Company during the last financial year.

A(4) Amount of the proposed transactions (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 4,400 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	100.06%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	758.08%
6.	Financial performance of the related party for the immediately preceding financial year. The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	See table below

Particulars	Amount (₹ in Crore)	
	Standalone	Consolidated
Turnover	579.41	580.41
Profit After Tax	-55.44	-61.00
Net worth	1430.25	1404.93

A(5) Basic details of proposed transactions to be approved

1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)

S. No.	Nature of proposed transactions for approval	Amount (₹ in Crore)
1.	Purchase of goods or availing of services	100
2.	Sale of goods or rendering of services	600
3.	Giving of inter-corporate deposits	1,500
4.	Receiving of inter-corporate deposits	1,500
5.	Providing guarantees and/or securities	500
6.	Reimbursement/recovery of expenses	100
7.	Other incidental and ancillary business transactions	100
Total		**4,400**

The proposed transaction limits have been determined after considering expected business opportunities, projected project execution requirements, treasury management requirements, operational contingencies and the need for adequate flexibility during the approval period.

The proposed limits are higher than the historical transaction value primarily to accommodate the anticipated increase in project execution and supply volumes, corresponding working capital and treasury requirements, and the potential requirement for inter-corporate funding and credit support in connection with the Company's and it's subsidiary's business opportunities during the approval period.

The approved limits are enabling in nature and the actual transactions may vary depending upon business requirements.

2.	Details of the proposed transaction	The proposed transactions with IRSL comprise purchase and sale of goods and services, giving and receiving of inter-corporate deposits, providing guarantees and/or securities, reimbursement and recovery of expenses and other incidental and ancillary business transactions undertaken in the ordinary course of business. IWL is engaged in the business of manufacturing and supply of wind turbine generators and allied equipment. IRSL is engaged in EPC services, project execution activities, infrastructure development and other allied renewable energy activities. The proposed transactions are expected to arise in connection with project implementation, customer requirements, procurement and supply arrangements, execution support, treasury management arrangements, working capital and funding requirements and other commercial requirements undertaken in the ordinary course of business. The proposed limits are enabling in nature and provide flexibility for undertaking transactions as business opportunities arise during the approval period. The actual value of transactions may vary depending upon operational requirements and may be lower than the approved limits.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for the period commencing from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate value of the proposed transactions is ₹ 4,400 Crore, details whereof are set out above. Approval of the Members is being sought for the approval period as specified in the resolution.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transactions are commercially beneficial and operationally necessary for the efficient conduct of the Company's business. The Company is engaged in the business of manufacturing and supply of wind turbine generators and allied equipment. IRSL is engaged in EPC services, project execution activities, infrastructure development and other allied renewable energy activities. The renewable energy sector requires coordinated execution across manufacturing, project development, engineering, procurement, construction, commissioning and related support functions. The proposed transactions are expected to arise in connection with project execution requirements, customer contracts, operational support arrangements, treasury management requirements and other commercial requirements undertaken in the ordinary course of business. The proposed enabling limits provide the Company with the necessary operational and financial flexibility to undertake such transactions as and when business requirements arise during the approval period. All the proposed transactions shall be undertaken on an arm's length basis and in the ordinary course of business. The proposed transactions are therefore in the best interests of the Company and its shareholders and are not prejudicial to the interests of minority shareholders.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	IRSL is a material subsidiary of the Company. The Company, being the Promoter of IRSL, holds 87.73% of the equity share capital of IRSL. Shri Devansh Jain, Whole-time Director of the Company, may be deemed to be interested in the proposed transaction(s), as he, jointly with his relatives and entities controlled by him, indirectly exercises control over IRSL. Further, Shri Mukesh Manglik, Non-Executive Director, Shri Sanjeev Jain and Shri Brij Mohan Bansal, Independent Directors, of the Company, also serve on the Board of IRSL. Shri Manoj Dixit, Whole-time Director and Shri Mukesh Manglik, Non-Executive Director, also serve on the board(s) of certain subsidiaries of IRSL and may accordingly be deemed to be interested in the proposed transaction(s) to that extent. Except as stated above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed transaction(s).
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable. The proposed related party transactions shall be undertaken on an arm's length basis in the ordinary course of business. Considering the nature of the transactions, no valuation report or external party report is required under applicable law for determining the pricing or commercial terms of the proposed transactions. The Audit Committee has reviewed the rationale, material terms and conditions, pricing methodology and arm's length basis of the proposed transactions based on the information, documents and certifications placed before it, including the certificate submitted by the Chief Financial Officer and the Whole-time Directors of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".
9.	Other information relevant for decision making.	The proposed transactions are enabling in nature and are intended to provide operational, commercial and financial flexibility to the Company for carrying on its business efficiently during the approval period. The proposed transactions will be undertaken based on business requirements, on an arm's length basis and in the ordinary course of business and shall remain subject to the oversight and periodic review of the Audit Committee in accordance with applicable law and the Company's Policy on Related Party Transactions. Apart from the information set out above and elsewhere in the Explanatory Statement, there are no other material facts relevant for the Members to consider while approving the proposed related party transactions

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions are undertaken in the ordinary course of business based on operational, technical and commercial requirements of the Company and its subsidiaries. Depending upon the nature of the transaction, pricing and commercial terms are determined through appropriate business processes, including market benchmarking, competitive quotations, cost-plus arrangements, prevailing market practices, negotiations and such other commercially accepted mechanisms as may be applicable. Where considered appropriate, the Company may also obtain quotations or evaluate comparable third-party arrangements.
2.	Basis of determination of price	The pricing and commercial terms of the proposed transactions shall be determined on an arm's length basis in accordance with the Company's Policy on Related Party Transactions and applicable law, having regard to the nature of the transaction and prevailing market conditions. The basis of pricing may include market prices, comparable uncontrolled prices, third-party quotations, cost-plus methodology, contractual arrangements with customers, negotiated commercial terms or such other generally accepted pricing methodologies as may be appropriate for the particular transaction.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	Trade advances, if any, may be extended/received in the ordinary course of business in accordance with customary industry practices and contractual requirements from time to time within the overall approved transaction limits.
	b. Tenure	As mutually agreed, and in accordance with the underlying commercial arrangements and normal business practices.
	c. Whether same is self-liquidating?	Yes, trade advances are ordinarily adjusted against the supply of goods or rendering of services under the underlying contractual arrangements.

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	The proposed inter-corporate deposits may be funded from the Company's internal accruals, operational cash flows, available surplus funds and/ or such other permissible sources as may be available from time to time.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	Not applicable
	b. Total cost of borrowing	Not applicable
	c. Tenure	Not applicable
	d. Other details	Not applicable

3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Not applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The rate of interest shall be determined on an arm's length basis, having regard to comparable borrowing rates for similar maturity profiles.
5.	Maturity / due date	As may be mutually agreed between the parties from time to time.
6.	Repayment schedule & terms	As may be mutually agreed, having regard to business requirements and applicable law.
7.	Whether secured or unsecured?	The proposed inter-corporate deposits may be secured or unsecured depending upon commercial considerations and mutually agreed terms.
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilised by the recipient for its principal business activities, working capital requirements and general corporate purposes in the ordinary course of business.

B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Such arrangements may be provided or availed to facilitate customer requirements, project execution activities, EPC requirements, renewable energy project implementation, banking arrangements and other commercial requirements undertaken in the ordinary course of business.
	(b) Whether it will create a legally binding obligation on listed entity?	The arrangement may create legally enforceable obligations to the extent provided under the relevant contractual documentation.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary;	Commission or other consideration, if any, shall be determined on an arm's length basis having regard to market practice and commercial considerations.
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The relevant agreements may provide for indemnity rights, reimbursement obligations, counter-indemnities, security arrangements and/or other contractual protections, as may be commercially appropriate.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The obligations shall remain within the overall approved transaction limits. Appropriate accounting treatment and provisioning, if required under applicable accounting standards, shall be made in the books of account.

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	The latest credit ratings assigned to IRSL's banking facilities are "CARE A/ Stable" and "CARE A1" for long-term facilities and short-term facilities, respectively.
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	There has been no default on borrowings during the last three financial years by IRSL from the listed entity or any other person, based on information available in the public domain and/or information made available by IRSL.
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Based on information provided by IRSL: • IRSL's account has not been classified as a Non-Performing Asset (NPA) by any of its bankers and no such status is currently subsisting; • IRSL has not been declared a wilful defaulter by any bank or financial institution; • IRSL is not undergoing or facing any application for commencement of insolvency resolution process or liquidation; • IRSL does not suffer from any disqualification under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	The latest credit ratings assigned to IRSL's banking facilities are CARE A / Stable" and "CARE A1" for long-term facilities and for short-term facilities, respectively.
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-2026 FY 2024-2025 FY 2023-2024	Based on the audited financial statements and information provided by IRSL, it has continued to operate as a going concern during the last three financial years.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The obligations undertaken, if any, shall remain within the overall approved transaction limits. Appropriate accounting treatment and provisioning, wherever required under applicable accounting standards, shall be made in the books of account.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	There has been no default on borrowings over the last three financial years, by IRSL from the listed entity or any other person.

	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Based on information provided by IRSL: • IRSL's account has not been classified as a Non-Performing Asset (NPA) by any of its bankers and no such status is currently subsisting; • IRSL has not been declared a wilful defaulter by any bank or financial institution; • IRSL is not undergoing or facing any application for commencement of insolvency resolution process or liquidation; • IRSL does not suffer from any disqualification under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

3. Transactions between the Company and Inox Clean Energy Limited ("ICEL") and/ or any of its subsidiaries, a group company

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Inox Clean Energy Limited ("ICEL") and/ or any of its subsidiaries, a group company
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	ICEL is the integrated renewable energy platform of the INOXGFL Group and operates across the renewable IPP business through its subsidiary, Inox Neo Energies Limited ("INEL"), and the solar manufacturing business through its subsidiary, Inox Solar Limited. ICEL, directly and through its subsidiaries, is engaged in the development, ownership and operation of renewable energy projects across wind, solar and hybrid technologies.

A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	ICEL is a group entity and a related party of the Company.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A(3) Details of previous transactions with the related party

1. Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.

S. No.	Nature of transactions (on consolidated basis)	Amount (₹ in Crore)
1.	Sale of goods and services	224.36
2.	Advance from customer	387.15
3.	Inter-corporate deposits given	0.81
4.	Inter-corporate deposits taken	9.00
5.	Guarantee commission received	1.85
Total		**623.17**

Note: Consequential transactions arising from the above principal transactions including interest income, interest expense, reimbursement of expenses paid/ received were also undertaken in the ordinary course of business.

2. Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.

S. No.	Nature of transactions (on consolidated basis)	Amount (₹ in Crore)
1.	Guarantee commission received	0.45
2.	Reimbursement of expenses paid/ received	0.00
3.	Sale of goods and services	155.26
Total		**155.71**

3. Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year. — No

A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 500 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	11.37%

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	280.69%
6.	Financial performance of the related party for the immediately preceding financial year. The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	see table below

Particulars	Amount (₹ in Crore) (Un-audited/ Provisional)	
	Standalone	Consolidated
Turnover	20.44	178.13
Profit After Tax	-70.89	-16.19
Net worth	725.80	2487.48

A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	see table below

S. No.	Nature of proposed transactions for approval	Amount (₹ in Crore)
1.	Availing of inter-corporate deposits	500

2.	Details of the proposed transaction	The proposed transaction(s) with ICEL comprise availing of inter-corporate deposits by the Company in the ordinary course of business. ICEL is the integrated renewable energy platform of the INOXGFL Group and, through its subsidiaries, is engaged in renewable energy project development, ownership and operation and other allied renewable energy activities. The Company may, from time to time, require additional financial resources for working capital requirements, business operations, capital expenditure, growth initiatives and other general corporate purposes. Accordingly, the Company may avail inter-corporate deposits from ICEL as may be required from time to time. The proposed transaction(s) will be undertaken in the ordinary course of business and on an arm's length basis. The terms of such inter-corporate deposits, including tenure, interest rate and other commercial terms, shall be determined having regard to prevailing market conditions and applicable law. The proposed limits are enabling in nature and provide flexibility to meet the Company's financing and treasury management requirements during the approval period. The actual value of transactions may vary depending upon business requirements and may be lower than the approved limit.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for the period commencing from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate value of the proposed inter-corporate deposits proposed to be availed from ICEL is ₹ 500 Crore during the approval period. Approval of the Members is being sought for the approval period as specified in the resolution.

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transaction(s) are commercially beneficial and in the interest of the Company as they provide an additional source of funding and financial flexibility for meeting the Company's business requirements. The Company may, from time to time, require funds for working capital requirements, capital expenditure, business expansion, treasury management and other general corporate purposes. Availing inter-corporate deposits from ICEL may provide the Company with an efficient and commercially viable source of funding. The proposed enabling limit will provide the Company with the necessary flexibility to access funds as and when required during the approval period. The terms of such inter-corporate deposits, including interest rate and tenure, shall be determined on an arm's length basis having regard to prevailing market conditions and applicable law. The proposed transaction(s) are therefore in the best interests of the Company and its shareholders and are not prejudicial to the interests of minority shareholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Shri Devansh Jain, Whole-time Director of the Company, may be deemed to be interested in the proposed transaction(s), as he is a Director on the Board of Inox Clean Energy Limited ("ICEL") and, jointly with his relatives, holds 95.43% of the equity share capital of ICEL and exercises control over ICEL. Further, Shri Manoj Dixit, Whole-time Director and Shri Mukesh Manglik, Non-Executive Director, also serve on the board(s) of certain subsidiaries of IRSL and may accordingly be deemed to be interested in the proposed transaction(s) to that extent. Except as stated above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed transaction(s), save and except to the extent of their shareholding interest, if any, in ICEL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable The proposed related party transactions shall be undertaken on an arm's length basis in the ordinary course of business. Considering the nature of the transactions, no valuation report or external party report is required under applicable law for determining the pricing or commercial terms of the proposed transactions. The Audit Committee has reviewed the rationale, material terms and conditions, and arm's length basis of the proposed transactions based on the information, documents and certifications placed before it, including the certificate submitted by the Chief Financial Officer and the Whole-time Directors of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".
9.	Other information relevant for decision making.	The proposed transaction limit is enabling in nature and is intended to provide the Company with adequate treasury and funding flexibility during the approval period. The actual amount of inter-corporate deposits availed may vary depending upon business requirements and may be lower than the approved limit. The proposed transactions will be undertaken based on business requirements, on an arm's length basis and in the ordinary course of business and shall remain subject to the oversight and periodic review of the Audit Committee in accordance with applicable law and the Company's Policy on Related Party Transactions. Apart from the information set out above and elsewhere in the Explanatory Statement, there are no other material facts relevant for the Members to consider while approving the proposed related party transactions.

4. Transactions between the Company and Shri Devansh Jain, Whole-time Director of the Company

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Shri Devansh Jain, Whole-time Director of the Company (Category: Promoter Director and who is part of the Promoter Group of the Company)
2.	Country of incorporation of the related party	Not applicable being individual
3.	Nature of business of the related party	He is the Whole-time Director of the Company responsible for the management and oversight of the Company's business affairs.
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Shri Devansh Jain is a Whole-time Director of the Company and is a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Not applicable, being an individual
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	Shri Devansh Jain, directly and indirectly through his relatives and entities controlled by him, holds 44.18% of the equity share capital of the Company.
A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Nil No loan(s) or other transactions covered by the present approval were undertaken with Shri Devansh Jain during FY 2025-26.
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.	Nil No loan(s) or other transactions proposed to be covered under the present approval were undertaken with Shri Devansh Jain during FY 2026-27 upto the quarter immediately preceding the quarter in which the approval is sought.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 600 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	13.65 %
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable, being an individual.
6.	Financial performance of the related party for the immediately preceding financial year.	Not Applicable, being an individual.

A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	**S. No.** / **Nature of proposed transactions for approval** / **Amount (₹ in Crore)** 1. / Availing of loan(s) / 600
2.	Details of the proposed transaction	The proposed transaction relates to availing of loan(s) from Shri Devansh Jain, Whole-time Director of the Company, upto an aggregate amount of ₹ 600 Crore during the approval period. The loan(s) may be availed from time to time for meeting the Company's working capital requirements, capital expenditure, business expansion plans, treasury requirements and other general corporate purposes in the ordinary course of business. The proposed transaction(s) will be undertaken in compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws. The actual amount of loan(s) availed may vary depending upon business requirements and may be lower than the approved limit.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for the period commencing from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate value of the loan(s) proposed to be availed from Shri Devansh Jain is upto ₹ 600 Crore during the approval period. Approval of the Members is being sought for the approval period as specified in the resolution.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transaction(s) are in the interest of the Company as they provide an additional source of funding and financial flexibility for meeting the Company's business requirements. Availing loan(s) from Shri Devansh Jain may provide the Company with an additional and potentially efficient source of funding. The proposed enabling limit will provide the Company with the flexibility to access funds as and when required during the approval period. The terms of such loan(s), including interest rate, tenure, security and repayment terms, if any, shall be determined on an arm's length basis having regard to prevailing market conditions, comparable borrowing rates for similar maturity profiles and applicable law. The terms shall not be more favourable to the related party than those offered to unrelated lenders for comparable financing arrangements, having regard to the relevant commercial factors. The proposed transaction(s) shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013, the Listing Regulations and the Company's Policy on Related Party Transactions. The proposed transaction(s) are therefore in the best interests of the Company and its shareholders and are not prejudicial to the interests of the minority shareholders.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Shri Devansh Jain, Whole-time Director of the Company, being the related party and proposed lender, is directly interested in the proposed transaction(s). He holds, directly and indirectly through his relatives and entities controlled by him, 44.18% of the equity share capital of the Company. Except as stated above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed transaction.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable. The proposed transaction relates to availing of loan(s) from the related party. No valuation report or other external party report is required for determining the commercial terms of the proposed loan(s). The Audit Committee has reviewed the rationale, material terms and other details based on the documents and certifications placed before it, including the certificate submitted by the Chief Financial Officer and the Whole-time Directors of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".
9.	Other information relevant for decision making.	The proposed transaction(s) is enabling in nature and is intended to provide the Company with adequate funding and treasury flexibility during the approval period. The actual amount of loan(s) availed may vary depending upon business requirements. The proposed transaction shall remain subject to the applicable provisions of the Companies Act, 2013, the Listing Regulations and the Company's Policy on Related Party Transactions, and shall be subject to the oversight and periodic review of the Audit Committee. Apart from the information set out above and elsewhere in the Explanatory Statement, there are no other material facts relevant for the Members to consider while approving the proposed related party transaction.

By Order of the Board of Directors

Deepak Banga
Company Secretary
ICSI Membership.No.: ACS 12716

Date: 7th August, 2026
Place: Noida