

IWL: NOI: 2025

30th April, 2025

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: Submission of Notice of Postal Ballot pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/ Madam

Pursuant to Regulation 30 of the Listing Regulation, please find enclosed herewith a copy of the Postal Ballot Notice dated 29th April, 2025 together with the Explanatory Statement (“Notice”) being dispatched to the members of the Company today for seeking their approval on the Resolution(s) as set out in the Notice through e-voting only (voting through electronic means).

The copy of the Notice is being uploaded on the website of the Company at www.inoxwind.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. In conformity with the requirements, the Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on **Friday, 25th April, 2025** being the Cut-off date.

The Company has engaged the services of NSDL to provide e-Voting facility to its members. **The remote e-Voting period commences on Thursday, 1st May, 2025 from 9:00 A.M. (IST) and ends on Friday, 30th May, 2025 at 5:00 P.M. (IST).** Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for e-Voting are provided in the Postal Ballot Notice. The Result of the remote e-Voting shall be declared within 2 (two) working days from the conclusion of e-Voting i.e. on or before **Tuesday, 03rd June, 2025.**

We request you to take the above on record.

Thanking You

Yours faithfully,
For **Inox Wind Limited**

Deepak Banga
Company Secretary

Encl: A/a



An **INOXGFL** Group Company
BEYOND INFINITY



An **INOXGFL** Group Company

INOX WIND LIMITED

(CIN: L31901HP2009PLC031083)

Registered Office: Plot No. 1, Khasra Nos. 264 to 267, Industrial Area,
Village Basal, District Una - 174303, Himachal Pradesh, India

Telephone/ Fax: +91 1975 - 272001

Website: www.inoxwind.com; **Email:** investors.iwl@inoxwind.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members,

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other subsequent circulars issued in this regard, the latest being 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, to the Members of **Inox Wind Limited (“Company”)** that the resolution(s) as set out below is/ are proposed for approval by the Members of the Company through Postal Ballot by way of e-Voting process only (“**e-Voting**”) being provided by the Company to all its Members to cast their votes electronically.

The Statement pursuant to Sections 102(1), 110 and other applicable provisions of the Act read with the Rules framed thereunder and the Listing Regulations setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors have appointed Shri Jitesh Gupta (ICSI Membership No.: FCS 3978 and CP No.: 2448), Partner of M/s. J.K. Gupta & Associates, Practicing Company Secretaries, Delhi as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing e-Voting facility to all its Members.

In accordance with the MCA Circulars, Members can vote only through the e-Voting process. Accordingly, the Company has provided e-Voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically.

The e-Voting facility will be available during the following period:

Commencement of e-Voting period	Thursday, 1st May, 2025
Conclusion of e-Voting period	Friday, 30th May, 2025
Cut-off date for eligibility to vote	Friday, 25th April, 2025

The e-voting facility will be disabled by NSDL immediately after 5:00 P.M. on **Friday, 30th May, 2025** and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman and the result will be announced within 2 working days from the conclusion of the e-Voting period i.e. on or before **3rd June, 2025**. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-Voting, i.e. **30th May, 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Item No. 1

To consider and approve appointment of Mrs. Urvashi Saxena (DIN: 02021303) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (“**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 (“**Listing Regulations**”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for appointment of **Mrs. Urvashi Saxena** (DIN: 02021303), who was appointed as an Additional Director of the Company, in the capacity of an Independent Director, by the Board of Directors of the Company, with effect from 6th April, 2025 in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for an initial term of 1 (one) year, from 6th April, 2025 upto 5th April, 2026 and who shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, of the Act and the Rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for appointing/ continuing the directorship of Mrs. Urvashi Saxena as an Independent Director of the Company, who is over 75 years of age until the expiry of her term of office on 5th April, 2026 in the light of justification as contained in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

By order of the Board of Directors

Place: Noida
Date: 29th April, 2025

Sd/-
Deepak Banga
Company Secretary

NOTES:

1. A Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read with the Rules framed thereunder and Secretarial Standard-2 and the Listing Regulations, setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is enclosed.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, 25th April, 2025 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is/ are registered with the Company/ RTA/ Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at www.inoxwind.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
4. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and MCA Circulars in relation to e-voting Facility provided by Listed Entities, Secretarial Standard-2 (“SS-2”) and any amendment(s) thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution(s) electronically. The Company has engaged the services of **National Securities Depository Limited (“NSDL”)** to provide e-voting facility to its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. **The remote e-voting period commences from 9:00 A.M. (IST) on Thursday, 1st May, 2025 and ends at 5:00 P.M. (IST) on Friday, 30th May, 2025.** The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
8. Institutional/ Corporate Members shall be entitled to vote through their authorized representatives. Institutional/ Corporate Members are requested to send a proof of authorisation (Board Resolution/Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at investors.iwl@inoxwind.com **not later than 5:00 P.M. on 30th May, 2025.** Also, a scanned copy of the proof of authorization should be uploaded in PDF format in the NSDL e-Voting system for the Scrutinizer to verify the same.
9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. **30th May, 2025.**

The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email to the Company at investors.iwl@inoxwind.com.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular 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	<ol style="list-style-type: none">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” tab which is available under ‘IDeAS’ section and 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.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.jspVisit 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 and a new screen will open where 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 the 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 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. 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. 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 the page by providing demat account number and PAN No. from the 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.
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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.co.in or call at 022 - 48867000
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 22 55 33

B) Login Method for e-Voting 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***
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- 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.co.in 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 on NSDL e-Voting system

How to cast your vote electronically 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 during the General 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 cs@jkgupta.com with a copy marked to evoting@nsdl.co.in. 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.co.in.

Process for those Members whose Email Ids are not registered with the Depositories/ Company for obtaining login credentials 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 for Individual shareholders holding securities in demat mode.
- iii. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
- iv. In terms of SEBI circular 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. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION)
RULES, 2014, SECRETARIAL STANDARD-2 AND LISTING REGULATIONS**

Item No. 1

Appointment of Mrs. Urvashi Saxena (DIN: 02021303) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company on 5th April, 2025, had appointed Mrs. Urvashi Saxena (DIN: 02021303) as an Additional Director (Category: Non-Executive Independent Director), for an initial term of 1 (one) year commencing from 6th April, 2025, not liable to retire by rotation. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act"), Mrs. Urvashi Saxena shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

Brief Profile

Mrs. Urvashi Saxena, aged 79 years, is a retired Indian Revenue Service officer who served with distinction across various key positions in the Income Tax Department in Mumbai, Delhi and Pune. She made history as the first lady Deputy Director of Investigation, in charge of income tax raids across the country, and later became the first lady Chief Commissioner of Mumbai. Post-retirement, she was appointed as a Member of the Income Tax Settlement Commission in Mumbai, where she rose to become Vice Chairperson and later Chairperson in Delhi, a position equivalent to the rank of Secretary of Government of India. Currently, she is a partner in a law firm in Mumbai, pursuing legal practice in fields of taxation and corporate affairs.

Mrs. Saxena's illustrious career is marked by several awards and accolades, including commendations for outstanding service and record-breaking tax collections. As Deputy Director of Investigation in Mumbai, she received cash awards from the then Finance Minister, Mr. V.P. Singh for the highest tax recoveries. As Chief Commissioner of Mumbai, she played a pivotal role in modernizing and streamlining tax administration, making it more transparent and efficient. In 2004, she was honoured with the "Hirkani Award" by Mumbai Doordarshan, recognizing her as one of 11 distinguished women achievers across various fields.

Mrs. Saxena holds a Postgraduate degree from the University of Allahabad and a Law degree from the University of Lucknow.

The Company has received from Mrs. Urvashi Saxena (i) consent in writing to act as Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) intimation, in Form DIR-8, in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act to be appointed as a Director; and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mrs. Saxena has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, she has confirmed that she has not been debarred from holding the office of a Director by virtue of any Order passed by SEBI or any other such authority.

In the opinion of the Board, Mrs. Saxena is a person of integrity, possesses the relevant expertise/ experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management.

Pursuant to Regulation 17(1C) of the Listing Regulations, the listed company has to ensure that the approval of shareholders for appointment/ re-appointment of a person on the Board of the Company is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the members of the Company is being sought for the appointment of Mrs. Saxena as an Independent Director.

Further, as per the Regulation 17 (1A) of the Listing Regulations, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Given her distinguished career, extensive experience and past accomplishments, the Board considers it desirable and in the interest of the Company to have Mrs. Saxena on the Board of the Company. The Company looks forward to benefit from her extensive experience and knowledge to further expand its value creation initiatives. Accordingly, the specific approval of the members of the Company by way of a Special Resolution is also being sought under Regulation 17 (IA) of the Listing Regulations for the appointment of Mrs. Saxena as an Independent Director as she is over 75 years of age.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act read with Rules framed thereunder and Secretarial Standards as on the date of the Notice are provided in the “Annexure” to this Notice.

Except Mrs. Urvashi Saxena, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution as set out at Item No. 1 of the Notice for approval by the Members by way of a Special Resolution.

By order of the Board of Directors

Place: Noida
Date: 29th April, 2025

Sd/-
Deepak Banga
Company Secretary

Annexure

Necessary information as required to be provided pursuant to Regulation 36(3) of the Listing Regulations, the Companies Act, 2013 read with Rules framed thereunder and Secretarial Standards-2 in respect of Director(s) being appointed forms part of this Notice:

Name of Director	Mrs. Urvashi Saxena
Brief Resume	As detailed in the Explanatory Statement above
Date of Birth and Age	14-06-1945; 79 years
Date of first appointment on the Board	6 th April, 2025
Directors Identification Number	02021303
Qualification	Mrs. Saxena holds a Postgraduate degree from the University of Allahabad and a Law degree from the University of Lucknow.
Experience/ Nature of expertise in specific functional areas	<p>Mrs. Urvashi Saxena, is a retired Indian Revenue Service officer who served with distinction across various key positions in the Income Tax Department in Mumbai, Delhi and Pune. She made history as the first lady Deputy Director of Investigation, in charge of income tax raids across the country, and later became the first lady Chief Commissioner of Mumbai. Post-retirement, she was appointed as a Member of the Income Tax Settlement Commission in Mumbai, where she rose to become Vice Chairperson and later Chairperson in Delhi, a position equivalent to the rank of Secretary of Government of India. Currently, she is a partner in a law firm in Mumbai, pursuing legal practice in fields of taxation and corporate affairs.</p> <p>Mrs. Saxena's illustrious career is marked by several awards and accolades, including commendations for outstanding service and record-breaking tax collections. As Deputy Director of Investigation in Mumbai, she received cash awards from the then Finance Minister, Mr. V.P. Singh for the highest tax recoveries. As Chief Commissioner of Mumbai, she played a pivotal role in modernizing and streamlining tax administration, making it more transparent and efficient. In 2004, she was honoured with the "Hirkani Award" by Mumbai Doordarshan, recognizing her as one of 11 distinguished women achievers across various fields.</p>
Directorship held in other Companies (along with the listed entities from which the person has resigned in the past three years)	<p><u>Listed:</u></p> <ul style="list-style-type: none"> • Eros International Media Limited <p><u>Unlisted:</u></p> <ul style="list-style-type: none"> • Eros International Films Private Limited <p>She has not resigned from any listed entity during the last 3 years.</p>

Membership/ Chairmanship of Committees of the Board held in other companies	<p><u>Eros International Media Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee, Member • Nomination and Remuneration Committee, Chairman • Stakeholders Relationship Committee, Chairman • Corporate Social Responsibility Committee, Member <p><u>Eros International Films Private Limited</u></p> <ul style="list-style-type: none"> • Audit Committee, Member
Number of Meetings of the Board attended during the Financial Year ending 31 st March, 2025	N.A.
Terms & Conditions of appointment/re-appointment along with details of remuneration sought to be paid	<p>Appointment as a Non-Executive Independent Director, not liable to retire by rotation.</p> <p>She is entitled to receive sitting fees for attending the Board and Committee meetings, as applicable, as may be approved by the Board of Directors, from time to time.</p>
Remuneration last drawn including sitting fees	N.A.
Inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company.
Shareholding in the Company, including shareholding as a beneficial owner	1,786
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the Explanatory Statement