September 04, 2026

To,

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400051
Scrip Symbol: IRMENERGY

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001
Scrip Code: 544004

Sub: Notice convening the 11th Annual General Meeting ("AGM")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the **11th Annual General Meeting** ("**AGM**") of the Members of the Company, will be held on **Tuesday, September 29, 2026 at 05:00 p.m. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Please find enclosed herewith the Notice convening the 11th AGM which is being sent through electronic mode to the Members whose e-mail addresses are registered with the Company/ Depositories.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on the resolutions set out in the Notice of AGM. The e-voting shall commence on **Saturday, September 26, 2026**, **at 9:00 a.m. (IST)** and will end on **Monday, September 28, 2026**, **at 5:00 p.m. (IST)**.

The Notice convening the 11th AGM is also uploaded on the website of the Company i.e., www.irmenergy.com.

You are requested to take the above information on your records.

Thanking you,
Yours sincerely,

For, IRM Energy Limited

Akshit Nandkishor Soni

Digitally signed by Akshit Nandkishor Soni
Date: 2026.09.04 17:20:15 +05'30'

Akshit Soni
Company Secretary &
Compliance Officer

Notice of Annual General Meeting

(Pursuant to Section 101 of the Companies Act, 2013)

NOTICE is hereby given that the **11th Annual General Meeting ("AGM")** of the Members of **IRM Energy Limited** ("IRMEL"/ "Company") will be held on **Tuesday, 29th day of September, 2026 at 05:00 p.m. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Statutory Auditors thereon**

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

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. **To declare a final dividend on equity shares for the financial year ended March 31, 2026**

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

   "RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, a final dividend of ₹1.50 (Rupee One and Fifty Paise Only) per fully paid-up equity share of ₹10 each (i.e., 15%) be and is hereby declared for the financial year ended March 31, 2026, and that the same be paid out of the profits of the Company to those Members whose names appear in the Register of Members or beneficial owners, in the records of the depositories as on the record date fixed for the purpose."

3. **To appoint Dr. Rajiv I. Modi (DIN: 01394558) as Director (Non-Executive Non-Independent), who retires by rotation, and being eligible, offers himself for re-appointment**

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

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Dr. Rajiv I. Modi (DIN: 01394558) Director (Non-Executive Non-Independent) of the Company, who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director (Non-Executive Non–Independent) of the Company, liable to retire by rotation."

4. **Appointment of M/s. Sorab S. Engineer & Co, Chartered Accountants (Firm Registration No. 110417W) as the Statutory Auditors of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Sorab S. Engineer & Co, Chartered Accountants (Firm Registration No. 110417W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory

Auditors, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 11th Annual General Meeting ("AGM") till the conclusion of the 16th AGM of the Company, at such remuneration as set out in the Explanatory Statement annexed to this Notice and as may be determined by the Board of Directors of the Company, on the recommendation of the Audit Committee, from time to time, in addition to out of pocket expenses as may be incurred by them during the course of the audit.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Audit Committee, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any one Director or any Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and filings as may be necessary, desirable or expedient for giving effect to this resolution."

SPECIAL BUSINESS:

5. **To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the aggregate remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, if any, incurred in connection with the Audit, payable to M/s Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338) appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct audit of the cost records of the Company for the financial year ending on March 31, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT any one Director or any Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and filings as may be necessary, desirable or expedient for giving effect to this resolution."

By Order of the Board
For, **IRM Energy Limited**

Akshit Soni
Company Secretary &
Compliance Officer

Place: Ahmedabad
Date: August 06, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts with respect to businesses to be transacted at the 11th Annual General Meeting ("AGM"), as set out under item nos. 4 & 5 above and the details of the Director seeking appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and as required under Secretarial Standard -2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI), is annexed hereto.

2. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being Circular no. 3/2025 dated 22 September 2025 ("MCA Circulars"), inter-alia allowed conducting of AGM through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities, without the physical presence of members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circular and all other relevant circulars issued from time to time, the AGM of the Company is being held through VC/OAVM. The deemed venue of AGM shall be the registered office of the company i.e. 4th Floor, 8th Block, Magnet Corporate Park, S.G. Highway, Near Sola Bridge, Ahmedabad-380054, Gujarat.

3. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM are requested to send a certified copy of the Board or Governing Body Resolution/authorisation letter to the Scrutinizer at manojhurkat@hotmail.com with a copy marked to the Company at investor.relations@irmenergy.com.

5. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In line with the aforesaid circulars, the Notice of AGM along with Annual Report 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent /Depository Participants as on August 28, 2026. Members may note that this Notice and Annual Report for financial year 2025-26 are also available on the Company's website at www.irmenergy.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 MUFG Intime India Private Limited ("MUFG") at https://instavote.linkintime.co.in being the agency appointed by the Company for providing e-voting facility for the AGM.

   Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing a weblink including the exact path for accessing the Annual Report for the financial year 2025-26 will be sent to those shareholders who have not registered their email address. To support green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.

   In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 including Notice of AGM of the Company, they may send request to the Company's email address at investor.relations@irmenergy.com mentioning Folio No./ DP ID, Client ID and the No. of shares held.

7. Members are requested to register/update their email addresses with the relevant Depository Participant and changes, if any, pertaining to their name, postal address, Email IDs, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (DP).

8. All documents referred to in the notice, the explanatory statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection in electronic form by the Members from the date of circulation of this notice up to the date of AGM during business hours. Members seeking to inspect such documents may send a request on the email ID at investor.relations@irmenergy.com.

9. Dividend related information

The final dividend for the financial year ended March 31, 2026, as recommended by the Board, if approved at the AGM, will be paid to those members whose names will appear in the Register of Beneficial Owners maintained by the Depositories as on the Record Date i.e. Friday, September 11, 2026, subject to deduction of tax at source.

Dividend on equity shares as recommended by the Board for the year ended March 31, 2026, when declared at the AGM will be paid within 30 days from the date of declaration.

Pursuant to the amendment to Regulation 12 of the SEBI Listing Regulations, vide SEBI Notification dated November 18, 2025, dividend shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Accordingly, payment of dividend shall be made through electronic mode to the Members who have updated their bank account details and to the Members who have not updated their bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

Members whose previous years dividends are lying unpaid on an account of expiration of cheque/demand draft issued and whose bank account details are not available/incorrect as per records, are requested to update bank account details with their respective DP by following the procedure prescribed by the DP. Thereafter, submit with RTA through email at investor.helpdesk@in.mpms.mufg.com or by courier at C-101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai – 400083, the following documents:

a) Expired cheque/demand-draft;

b) Self-attested copy of updated Client Master List (CML) with bank details, duly stamped by DP;

c) Self-attested PAN & Aadhaar card and Original Cancelled cheque of the updated Bank; and

d) Request letter specifying the folio no & company name.

10. Tax Deducted at Source ("TDS") on Dividend

Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates as per the Income Tax Act, 2025 and Finance Acts of the respective years. In general, no tax will be deducted on payment of dividend to category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹10,000 (Rupees Ten Thousand Only). Members not falling in the said category, can go through the detailed note with regards to the applicability of tax rates for various other categories of members and the documents that are required to be submitted for nil or lower tax rate, which is available on the website of the Company at https://www.irmenergy.com/investor/#other-documents-2-2

Shareholders are requested to update tax residential status, Permanent Account Number (PAN), registered email address, mobile numbers and other details with their Depository Participants.

Shareholders are requested to upload scanned copies of the requisite documents at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before September 17, 2026, to enable the Company to determine the appropriate TDS/withholding tax rate, as applicable. Any communication received after September 17, 2026 shall not be considered.

All the documents submitted by the members will be verified by the Company/its Authorised Representative and the Company will consider the same while deducting appropriate taxes, if they are in accordance with the provisions of the Income Tax Act, 2025. Members are requested to submit the latest forms to avail exemption of TDS. The erstwhile forms shall not be accepted for this purpose.

Members are requested to note that if tax on dividend is deducted at a higher rate due to non-receipt of the requisite details or documents, they may still file their income tax return and claim an appropriate refund, if eligible. No claim shall lie against the Company in respect of such taxes deducted.

11. Information/Instruction for voting through electronic means and attending AGM through VC/OAVM

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, and pursuant to the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited ("MUFG"), as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by MUFG.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 22, 2026 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as an intimation only.

iii. A person who has acquired the shares and has become a Member of the Company after the dispatch on the Notice of the AGM and holds shares as of the Cut-off date i.e. Tuesday, September 22, 2026 shall be entitled to exercise their vote through remote e-voting or e-voting on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Saturday, September 26, 2026 at 9:00 a.m. (IST) and will end on Monday, September 28, 2026 at 5:00 p.m. During this period, the Members of the Company holding shares as on the cut-off date i.e. Tuesday, September 22, 2026 may cast their vote electronically. Those members, who will be present in the AGM through the 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 during the AGM.

v. Once the vote on a resolution is cast by the Member, they shall not be allowed to change it subsequently or cast the vote again. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at investor.helpdesk@in.mpms.mufg.com. However, if the person is already registered with MUFG for remote e-voting then the existing login id and password may be used to cast the vote.

vii. The Members are requested to join the AGM in the VC/OAVM mode 15 minutes before and till 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come, first serve basis. 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 etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

viii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investor.relations@irmenergy.com up to September 22, 2026 (i.e., 7 days prior to the AGM date). Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date to enable the management to respond to these queries objectively at the AGM. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.

ix. Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in this AGM through VC/OAVM mode. However, they will not be eligible to vote again during the meeting.

x. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed (preferably 2 MBPS download stream). Please note that Members connecting from mobile devices or tablets or through laptops etc 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.

INSTRUCTION FOR REMOTE E-VOTING FOR MEMBERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1–NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8–character DP ID, 8–digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2–NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'.

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | Download on the App Store

METHOD 3–NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1–CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2–CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id.

d) Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit". (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHAREHOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company) shall use the sequence number provided to you, if applicable.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company–in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHAREHOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE**:** Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian/ Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section.

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name–Enter Investor's Name as updated with DP.

3) 'Investor PAN'–Enter your 10-digit PAN.

4) 'Power of Attorney'–Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1–VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2–VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on:–Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password**?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT".**

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

In case Custodian/Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "**forgot password**?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT".**

In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions – Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event"**.**

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC (INSTAMEET PLATFORM) ARE AS UNDER:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "**Login**".

b) Select the **"Company Name"** and register with your following details:

c) Select Check Box–**Demat Account No.** / **Folio No.** / **PAN**

- Shareholders holding shares in NSDL/CDSL demat account shall select check box–Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have

not updated their Mobile No with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at Company's registered email address.

b) Shareholders will get confirmation on first come, first served basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on:–Tel: 022 – 4918 6000 / 4918 6175.

12. Other information

i. The Company has appointed M/s Manoj Hurkat & Associates, Practicing Company Secretaries, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results of the voting will be within stipulated time under the applicable laws.

iii. The voting result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.irmenergy.com and on the website of MUFG at https://instavote.linkintime.co.in/. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

By Order of the Board
For, **IRM Energy Limited**

Akshit Soni
Company Secretary &
Compliance Officer

Place: Ahmedabad
Date: August 06, 2026

Steps for e-voting and joining the AGM through VC/OAVM for individual shareholders holding securities in Dematerialized mode

NSDL

(A) One time password ("OTP") based Login

1. Click here to visit the website
2. Enter 8-character DP and 8- digit Client ID, PAN and verification code given on screen and click on generate OTP
3. Enter OTP and click on Login.
4. Post successful Login, you will be redirected to NSDL depository website and click on Access to evoting under e-voting services.
5. Click on MUFG InTime or evoting link displayed alongside Company's name for casting vote.

(B) Shareholders registered on IDeas facility

1. Click here to visit website.
2. Under IDeAS section click on beneficial owner
3. Enter existing User ID, password and verification code and click on Login.
4. Post authentication, Click on Access to e-voting under evoting services.
5. Click on MUFG InTime or evoting link displayed alongside Company's name.

(C) Shareholders not registered on IDeAS facility

1. Click here to visit the website
2. Enter 8-character DP and 8-digit Client ID, mobile no. and verification code given on screen and click on submit
3. Enter last 4 digit of your bank account or generate OTP.
4. Post successful registration, user will be provided with Login ID and Password.

(D) Voting through e-voting website

1. Click here to visit website
2. Click on Login tab under Shareholder/Member section.
3. Enter User ID (16- digit demat account no. held with NSDL), password/OTP and verification code as given on screen
4. Post Login, you will be redirected to the e-voting page.
5. Click on evoting link displayed.

Login through depository participant

1. Login to DP Website
2. Click on e-voting option
3. It will be redirected to NSDL/ CDSL depositories website where e-voting option is available.
4. Post successful authentication, click on MUFG In Time or evoting link displayed alongside Company's Name and you will be redirected to InstaVote website for casting vote during the remote evoting period.

CDSL

(A) Shareholders registered on Easi/Easiest facility

1. Click here to visit website
2. Click on Login and select My Easi New (Token)
3. Enter existing User ID, password and verification code given on the screen.
4. Post authentication, click on MUFG InTime or e-voting link displayed alongside Company's name.

(B) Shareholders not registered on Easi/Easiest facility

1. Click here to visit the website
2. Proceed with updating the required fields for registration.
3. Post successful registration, User will be provided with Username and Password on registered email Id.

(C) Access to E-voting page without Login to Easi/Easiest facility

1. Click here to visit website
2. Enter BO ID (Demat Account No. and PAN) and click on submit
3. OTP will be received on registered mobile number and email address.
4. Post successful authentication evoting option will be available.
5. Click on MUFG InTime or e-voting link displayed alongside Company's name.

Shareholders/ Members can also download NSDL Mobile App NSDL Speede facility by scanning the QR code mentioned below for seamless voting experience.

Google Play
Download on the App Store

Steps for e-voting and joining the AGM through VC/OAVM for individual shareholders holding securities in Dematerialized mode

Step -1

Login Method for Shareholders to attend the General Meeting through InstaMeet

A. Visit URL and click on Login.

B. Select the company name and register with the following details:

C. Select the Check Box:

- *Shares in NSDL/CDSL: Enter 16-digit Demat Account number*
- *Shares in Physical form: Folio No. and enter folio registered with company*
- *10-digit PAN*
- *Mobile Number*
- *Email ID*

D. Click "Go to Meeting". You are now registered for meeting on InstaMeet and your attendance is marked for the meeting.

NSDL

- Enter user ID-8 character DP ID (eg IN123456) and 8 digit Client ID (eg.12345678)

CDSL

- Enter user ID-8 character DP ID (eg.12345678) and 8 digit Client ID (eg. 12345678)

General Guidelines For Shareholders

1. Do not share your password with anyone.
2. Login to e-voting website will be disabled after 5 unsuccessful attempts, if incorrect password.
3. In such an event, reset the password by following option 2 under "How to Retrieve initial Password?"
4. To retrieve User ID/Password for e-voting, send request to evoting@nsdl.com by providing demat account no./ folio no., client master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card and Aadhar card.
5. For queries relating to e-voting
   - Refer Frequently Asked questions on NSDL website or
   - Refer e-voting user manual available on https://www.evoting.nsdl.com or,
   - Call on +91 224886 7000.

How To Retrieve Initial Password (For Individual Shareholders), Other Than Individual Shareholders And For shares Held in Physical Form

A. Email address registered with DP or Company

i. Search for email in your mail box from NSDL (evoting@nsdl.com)

ii. Open the pdf file which contains your User ID and your initial password. Password of .pdf file:

a) For NSDL account: 8 digit client ID

b) For CDSL account : last 8 digits of beneficiary ID

c) shares held in physical mode: Folio No.

B. Email ID not registered with DP/Company or unable to retrieve initial password

i. Visit link www.evoting.nsdl.com

ii. Click on Login under Shareholders/ Member section

iii. Click on Forget user details/password? (for shares held in Demat account), or physical User Reset Password? (for shares held in physical form.

C. If you are still unable to reset the password by aforesaid two options then send email to evoting@nsdl.com providing details of Demat account no./ folio No. PAN, name and registered email ID.

Step -2

Steps to cast vote on Resolutions during E-voting and AGM through InstaMeet.

1. On the shareholders VC page, click on link Cast to Vote.
2. Enter 16-digit Demat Account No. / Folio No. and OTP received on the registered mobile number / Email ID received during registration for InstaMeet.3. Click on Submit and after Login you will see "Resolution description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option Favour/ Against as desired. Enter number of shares as on cut-off date under Favour/Against.
5. After selecting appropriate option i.e Favour/Against, Click on 'Save'. A confirmation box will be displayed and if you wish to confirm, Click on Confirm, and your vote is submitted.

To join the AGM virtually, click on VC/OAVM link under "Join Meeting".

Instructions for Members for attending the AGM through VC/OAVM

1. Members may attend the AGM through VC/OAVM
2. Facility for joining AGM through VC/OAVM shall open 30 minutes before the time scheduled for AGM.
3. For Assistance before or during the meeting – Contact InstaMeet on instameet@in.mpms.mufg.com or Call on 022 – 4918 6000 / 4918 6175

Helpdesk

Shares held in NSDL	Shares held in CDSL
+91 22 4886 7000	+1800 21 09911
evoting@nsdl.com	helpdesk.evoting@cdsl.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS")

Item No. 4

The Members of the Company at the 6th AGM held on September 24, 2021 had approved the re appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants (Firm Registration No. 106625W), as the Statutory Auditors of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of said AGM till the conclusion of the 11th AGM. Accordingly, they will complete their two consecutive terms as Statutory Auditors of the Company on conclusion of this 11th AGM.

Pursuant to the provisions of Section 139(1) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint Statutory Auditors who shall hold office from the conclusion of this AGM until the conclusion of the sixth AGM thereafter, subject to the provisions of the Act.

In view of the above provisions, the Board of Directors of the Company at its meeting held on August 06, 2026, considering the experience and expertise and based on recommendations of the Audit Committee, have recommended the appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm's Registration No: 110417W), as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 11th AGM till the conclusion of 16th AGM of the Company, on such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, for approval of the members of the Company at 11th AGM.

M/s. Sorab S. Engineer & Co. was established in 1914, having its Head office at Mumbai, including branch offices at Ahmedabad, Bengaluru, Kanpur and local offices at Vadodara. The firm has significant experience providing a range of services such as Assurance, Direct/Indirect taxation, Management Consultancy and financial/corporate advisory to the various clients in various industries including Bank & NBFCs. Also, the team consists of Six Partners, Senior chartered accountants, audit executives and interns, qualified and trained to deliver desired results with relevant skillset and expertise.

M/s. Sorab S. Engineer & Co. have (i) consented to accept the appointment upon approval; (ii) confirmed that they satisfy the criteria of independence provided under the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder; and (iii) provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

The details as required under Regulation 36(5) of the SEBI Listing Regulations are as follows: -

a) **Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:**

M/s. Sorab S. Engineer & Co., appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 11th AGM till the conclusion of 16th AGM of the Company,

The proposed remuneration to be paid to M/s. Sorab S. Engineer & Co. for statutory audit services for financial year 2026-27 is ₹ 22 Lakhs (Rupees Twenty-Two Lakhs Only), excluding applicable taxes and out of pocket expenses at actuals, if any, incurred in connection with the audit. There is no material change in the remuneration proposed to be paid to M/s. Sorab S. Engineer & Co. for the financial year 2026-27 and the remuneration paid to the outgoing auditors for the financial year 2025-26. The overall remuneration proposed to be paid for statutory audit services is commensurate to the scope of the audit to be carried out by the Statutory Auditors

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, from time to time.

The Company may, from time to time, obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time. The fees for such certifications and other permissible non-audit services shall be determined and paid on mutually agreed terms.

b) **Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:**

While recommending the appointment of M/s. Sorab S. Engineer & Co., as the Statutory Auditors of the Company, the Audit Committee and the Board of Directors of the Company, have considered, among other factors, independence, fulfilment of the eligibility criteria & qualification, the credentials of the firm and its partners, as set out in the profile above.

None of the Directors, Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no. 4 of this notice.

The Board of Directors of the Company recommend the resolution as set out in item no. 4 of the accompanying Notice for the approval of the members by way of an **Ordinary Resolution.**

Item No. 5

The Board of Directors at its meeting held on May 08, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338) as Cost Auditors of the Company for the audit of cost record maintained by the Company for the financial year ending March 31, 2027, at a remuneration of ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and out of pocket expenses, if any, incurred in connection with the audit.

M/s. Dalwadi & Associates, Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959 and are free from any disqualifications specified under the provisions of the Act. The remuneration proposed to be paid to the Cost Auditors for the financial year 2026-27 is commensurate to the scope of the audit to be carried out by the Cost Auditors.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Members of the Company. Accordingly, the consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors, Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no. 5 of this notice.

The Board of Directors of the Company recommend the resolution as set out in item no. 5 of the accompanying Notice for the approval of the members by way of an **Ordinary Resolution.**

By Order of the Board
For, **IRM Energy Limited**

Akshit Soni
Company Secretary &
Compliance Officer

Place: Ahmedabad
Date: August 06, 2026

ANNEXURE – I

Details of Director seeking appointment/re-appointment, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Particulars	Details
Name of the Director	Dr. Rajiv I. Modi
DIN	01394558
Date of Birth (Age in years)	09-05-1960 (66 years)
Date of first appointment	01-12-2015
Qualification(s)	Bachelor of Technology in chemical engineering from Indian Institute of Technology, Bombay. He also holds a diploma in Biochemical Engineering from University College London and a degree of a Doctor of Philosophy (Biological Sciences) from University of Michigan.
Experience/ Expertise in Specific Functional Areas/Brief Profile	Dr. Rajiv I. Modi, a visionary entrepreneur, heads India's biggest privately held conglomerate with significant interests in the entire pharmaceutical value chain through the home-grown Cadila Pharmaceuticals Ltd. and in education, aviation, and hospitality through IRM Group of Companies. Cadila Pharmaceuticals Ltd. is an Indian multinational, which is trusted worldwide for offering quality and affordable medicines. The pharma major is more than 7 (seven) decades old and was founded by his father Shri. Indravadan Modi (called the Medicine Man of India) in 1951. Upon assuming the leadership role in 2012, Dr. Rajiv Modi charted a multipronged approach starting from manufacturing, research, and development to global distribution to usher in the next phase of growth. Under his able stewardship, Cadila Pharmaceuticals is present in over 100 countries of the world and has its overseas manufacturing facility set up in Addis Ababa (Ethiopia) along with 3 (three) manufacturing facilities in India. Under Dr. Modi's able leadership and staunch belief in innovation followed by continuous investments in research, Cadila Pharmaceuticals Ltd., has given the humanity, world's first drugs including ThRabis, Polycap, etc. He has passion to excel in the field of biosciences is reflected in his illustrious educational qualifications–Ph.D. in Biological Science from the University of Michigan, Ann Arbor, USA, M.Sc. in Biochemical Engineering from University College, London, U.K. and B. Tech. in Chemical Engineering from Indian Institute of Technology (IIT), Mumbai, India. An academician, Dr. Rajiv I. Modi was elected as a Fellow of the Indian National Academy of Engineering, New Delhi–an elite academy with prominent industry leaders, academicians, and scientists amongst its Fellows. He was also the winner of the Genetic Society of America's Best Scientific Poster at the International Genetics Congress held in August 1988 by the Genetic Society of America. He was invited as a speaker and participant at the Gordon Research Conference on Microbial Evolution and Population Biology in July 1989 at Plymouth State College, New Hampshire, USA. He has also been the Chairman of Research Council of Central Drug Research Institute (CDRI), Lucknow for 2017-2020. Presently, he is serving as the Chairman of the Board of Governors of the Indian Institute of Technology (IIT), Guwahati, India.

Particulars	Details
Directorship in other companies including listed companies (excluding foreign companies)	1. Cadila Pharmaceuticals Limited 2. Apollo Hospitals International Limited 3. Apollo CVHF Limited 4. IRM Private Limited 5. GIG – IRM Glass Insulators Private Limited 6. Redefine Leisure Private Limited 7. CPL Biologicals Private Limited 8. La Vie Biologicals Private Limited 9. CPL Infrastructure Private Limited 10. IRM Enterprises Private Limited
Listed entities from which the person has resigned in the past three years	Nil
Memberships/ Chairmanships of committees across all companies	Cadila Pharmaceuticals Limited 1. Risk Management Committee–Member 2. Corporate Social Responsibility Committee-Member 3. ESG Committee- Member
Shareholding in the listed entity, including shareholders as a beneficial owner (equity shares)	Equity Shares 5856524 (14.26%) (on behalf of the IRM Trust)
No. of Board Meetings Held/Attended during FY 2025-26	05/05
Last Remuneration drawn being Sitting Fees	Nil
Details of Remuneration sought to be paid	Nil
Terms and condition for appointment	Dr. Rajiv I Modi, is proposed to be re-appointed as Director (Non-Executive Non-Independent), liable to retire by rotation.
Relationship with other Directors & KMP	He is the father of Mr. Rajiv R. Modi, Non-Executive Director of the Company. Except for this relationship, he is not related to any other Director or Key Managerial Personnel of the Company.

INFORMATION AT A GLANCE

Sr. No.	Particulars	Details
1.	Date and Time of AGM	Tuesday, September 29, 2026 at 05:00 p.m. (IST)
2.	Mode of conduct	Video Conferencing (VC)/Other-Audio-Visual Means (OAVM)
3.	Link to participate in the AGM through VC/OAVM	https://instameet.in.mpms.mufg.com
4.	Contact details of MUFG for assistance before or during the AGM	Tel: +91 2249186000 Email: investor.helpdesk@in.mpms.mufg.com
5.	Record date for Final Dividend	Friday, September 11, 2026
6.	Payment date for Final Dividend	On or before Thursday, October 29, 2026
7.	Cut-off date to determine entitlement for e-voting	Tuesday, September 22, 2026
8.	E-voting start date and time	Saturday, September 26, 2026 at 9:00 a.m. (IST)
9.	E-voting end date and time	Monday, September 28, 2026 at 5:00 p.m. (IST)
10.	E-voting event number	260808
11.	Registration of e-mail ID for receiving Notice of the AGM and Annual Report	investor.helpdesk@in.mpms.mufg.com or investor.relations@irmenergy.com
12.	Link to submit the Form for TDS exemption	Last date to submit: September 17, 2026 by 05:00 p.m. (IST) Link: https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html
13.	Registration as speaker shareholder	investor.relations@irmenergy.com (Please send the request from your registered e-mail ID and mention name, DP ID and Client ID/Folio No., PAN, Mobile No. in the e-mail sent for registration)
14.	Name, address and contact details of Registrar and Transfer Agent	MUFG Intime India Private Limited (formerly Link Intime India Private Limited) Add: C-101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai – 400083 Phone: +91 2249186000 Website: www.in.mpms.mufg.com Email: investor.helpdesk@in.mpms.mufg.com