An INOXGFL Group Company

Inox Green Energy Services Limited
(**CIN:** L45207GJ2012PLC070279)
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NOTICE OF 26th EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **26th Extra-Ordinary General Meeting** of the Members of **Inox Green Energy Services Limited** will be held on **Thursday, 13th August, 2026 at 03:00 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

Special Business

Item No. 1

To approve raising of funds in one or more tranches, by issuance of equity shares and/ or other eligible securities

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 71, and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder ("**Act**") including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder each (including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("**SEBI Debt Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**") and the Foreign Exchange Management Act, 1999 and the regulations and rules issued thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the listing agreements entered into by the Company with the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") **("BSE" and "NSE"** together referred as **"Stock Exchanges**") where the equity shares of face value of Rs. 10/- (Rupee Ten only) each ("**Equity Shares**") of the Company are listed , and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and any other provisions of applicable law including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India, Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, Jurisdictional Registrar of Companies ("**RoC**") and/ or any other statutory/ regulatory authorities, in India or abroad ("hereinafter singly or collectively referred to as the "**Appropriate Authorities**"), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the Appropriate Authorities, which may be agreed to by the Board of Directors of the Company ("**Board**", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the approval of the Members of the Company be and is hereby accorded to the Board/committee to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter) for cash, with or without green shoe option, by way of issuance of fully paid-up Equity Shares, fully or partly convertible debentures, non-convertible debentures with or without warrants, any other equity based instruments or securities, convertible preference shares of any kind or type, Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**"), and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as "**Securities**") or any combination thereof of any of the aforementioned Securities, in one or more tranches and/or one or more issuances simultaneously or otherwise for an aggregate amount of upto and not exceeding **Rs. 600 Crore** (Rupees Six Hundred Crore only), comprising a base issue size of upto Rs. 400 Crore (Rupees Four Hundred Crore only) and a green shoe option of upto Rs. 200 Crore (Rupees Two Hundred Crore only), (inclusive of such premium or discount as may be fixed on such Securities), at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more Qualified Institutional Placement ('**QIP**') in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, whether Rupee denominated or denominated in one or more foreign currencies, through one or more public issue(s), including by way of preferential issue(s), private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws, to eligible investors, in the course of domestic or international offerings, through issue of prospectus, and/ or preliminary placement document, placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/ writings/ circulars/ memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, accredited investors and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above, whether they being existing holders of the Securities or not (collectively referred to as the "**Investors**"), as may be decided by the Board/Committee in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable laws/regulations, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, in such manner and on such terms and conditions as may be deemed appropriate by the Board/committee in its absolute discretion and as may be prescribed under applicable laws, including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities, and without requiring any further approval or consent from the Members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) so as to enable the Company to list its Securities on any stock exchanges in India or overseas jurisdictions."

"RESOLVED FURTHER THAT in the event the Company proposes to issue and allot any Eligible Securities (as defined under SEBI ICDR Regulations) by way of Qualified Institutions Placement ("**QIP**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VI of the SEBI ICDR Regulations:

I. The allotment of Eligible Securities shall only be made to QIBs as defined in the SEBI ICDR Regulations;

II. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid-up (excluding warrants) and in dematerialized form and shall be subject to provisions of the Memorandum and Articles of Association of the Company;

III. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Act and/ or the SEBI ICDR Regulations, and/or applicable and relevant laws/guidelines from time to time;

IV. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:

(i) in case of allotment of Equity Shares, the date of meeting in which the Board/ any committee authorised by the Board decides to open the issue, and/or,

(ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board/ any committee authorised by the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board/ any committee authorised by the Board;

V. The issuance and allotment of the Eligible Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**Floor Price**"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including the SEBI ICDR Regulations. However, the Board, at its absolute discretion and in consultation with the book running lead manager(s), may offer a discount of not more than 5%, or such other percentage as may be permitted under applicable law, on the Floor Price;

VI. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of eligible convertible securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split or consolidation of shares, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

VII. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations, from time to time;

VIII. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in a manner as may be prescribed from time to time under the SEBI ICDR Regulations and a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs; QIBs belonging to same group or under same control shall be deemed to be single allottee;

IX. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed under the SEBI ICDR Regulations, from the date of the prior QIP made pursuant to one or more special resolutions;

X. No allotment shall be made, either directly or indirectly, to any person who is a promoter, or any person related to the promoters of the Company in terms of the SEBI ICDR Regulations; and

XI. The Monitoring agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of the SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized."

"**RESOLVED FURTHER THAT** the Securities to be created, offered, issued, and allotted, in pursuance of the aforesaid resolution, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to entitlement to dividend, voting rights or otherwise) from the date of respective allotment thereof, in accordance with the applicable laws."

"**RESOLVED FURTHER THAT** the Board or duly constituted committee thereof, be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects."

"**RESOLVED FURTHER THAT** in case of offering of any Securities, including without limitation any GDRs/ ADRs or other securities convertible into equity shares, the approval of the Members of the Company be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or a committee thereof, in consultation with the book running lead manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the issue/ QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as may be required from time to time, finalize utilisation of the proceeds of the issue/ QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the issue/ QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

“RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/monitoring agency and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.”

“RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is authorised to seek the listing of Eligible Securities on any stock exchange(s) by submitting the listing applications to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as may be necessary to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board, shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/ granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.”

“RESOLVED FURTHER THAT the Board, be and is authorised to open one or more bank accounts, including escrow account(s), in the name of the Company, in Indian currency or foreign currency(ies) as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board/ committee and the said bank(s) be and is/ are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Board/ committee on behalf of the Company.”

“RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person(s) to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any statutory authorities, as may be necessary to give effect to this resolution.”

Item No. 2

Approval of material related party transaction

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with the Rules made thereunder and other applicable laws, statutory provisions, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Materiality of Related Party Transactions, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members of the Company be and is hereby accorded to the Company to avail guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support, whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise, which constitute material related party transaction(s), from **Inox Wind Limited ("IWL")**, the Holding and Promoter of the Company, being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount of up to **Rs. 500 Crore** (Rupees Five Hundred Crore only), during the period commencing from the conclusion of this Extra-ordinary General Meeting and ending on the expiry of 12 (twelve) months therefrom, on such terms and conditions as may be mutually agreed between the parties and as more particularly set out in the explanatory statement annexed hereto, provided that such transaction(s) shall be undertaken in the ordinary course of business and on an arm's length basis."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to negotiate, finalise, execute, amend, modify, renew, vary and/or implement the terms and conditions of the aforesaid transaction(s), contract(s), arrangement(s) and agreement(s) and to do all such acts, deeds, matters and things, including filing of necessary applications, forms, documents and writings and seeking all necessary approvals, as may be considered necessary, expedient or desirable to give effect to this resolution and to resolve and settle any questions, difficulties or doubts that may arise in this regard, without requiring any further approval of the Members of the Company."

By **Order of the Board of Directors**

Sd/-
Anup Kumar Jain
Company Secretary
ICSI Membership No.: ACS 20476

Place: Noida
Date: 22nd July, 2026

Notes:

1. In accordance with the Ministry of Corporate Affairs ("MCA") General Circulars, including the latest Circular No. 3/2025 dated 22nd September, 2025 (collectively, the "MCA Circulars") and the relevant Securities and Exchange Board of India ("SEBI") Circulars, including Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 updated upto 30th January, 2026 and other relevant SEBI circulars (collectively, the "SEBI Circulars"), the Extra-ordinary General Meeting ("EGM") is permitted to be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue and Members can attend and participate in the EGM through VC/OAVM.

2. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ Listing Regulations"), the **26th Extra-Ordinary General Meeting** (the "**EGM**" or the "**Meeting**") of the Members of **Inox Green Energy Services Limited** (the "Company") is scheduled to be held on **Thursday, 13th August, 2026 at 03:00 P.M. (IST)** through VC/ OAVM. Accordingly, the Members can attend and participate in the ensuing EGM through VC/ OAVM. They can also vote on the items to be transacted at the Meeting as mentioned in this Notice through electronic voting process ("e-Voting") via remote e-Voting or e-Voting during the EGM by following the procedure as detailed below in Note Nos. 9 to 12.

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

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

   However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, the authorised representatives of Corporate Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the meeting held through VC/ OAVM and in this regard should send the necessary documents to the Company.

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

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

7. **Dispatch of Notice of the EGM**

   In accordance with the provisions of the Companies Act, 2013 and Rules framed there under read with the MCA Circulars and the SEBI Circulars, the companies are permitted to send Notice convening the General meetings or other documents required to be attached therewith, in electronic form only, to all the members who have registered their email address either with the company or with the depository participant. In line with the same, the Notice of the Company for the forthcoming EGM, is being sent through electronic form only i.e. through e-mail to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) or the Depository Participant(s).

We request the Members to register/ update their e-mail address with their Depository Participant, in case they have not already registered/ updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the RTA of the Company.

The Notice of the EGM is available on the websites of the Company viz. www.inoxgreen.com and Stock Exchanges i.e. NSE and BSE at www.bseindia.com and www.nseindia.com respectively where the existing Equity Shares of the Company are listed. The Notice is also available on the e-Voting website of the agency engaged for providing e-Voting facility i.e. National Securities Depository Limited (NSDL) viz. https://eservices.nsdl.com.

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

9. **Instructions for Members for Remote e-Voting and Joining Extra-ordinary General Meeting (EGM)**

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

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile.

	On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with **CDSL**	1. Users who have opted for CDSL **Easi/ Easiest** facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users who wish to login **Easi /Easiest** facility of CDSL are requested to visit CDSL website www.cdslindia.com and click on login icon & then to New System **My Easi** Tab and then use your existing **My Easi** username & password. 2. After successful login on the **Easi/ Easiest** tab, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, links are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. To register, click on login & New System My Easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a e-Voting link available on

	CDSL home page i.e. www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & E-mail Id as recorded in the demat account of the user. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their **depository participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company's name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL, https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.
ii. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under '**Shareholder/Member**' section.
iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

iv. Details regarding User ID are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the Company, your 'initial password' was communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

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

i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

ii. Select "EVEN" of the Company i.e. **Inox Green Energy Services Limited**, for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
iii. Now you are ready for e-Voting as the Voting page opens.
iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
v. Upon confirmation, the message "Vote cast successfully" will be displayed.
vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

<u>General Guidelines for shareholders</u>

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 info@vapn.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free helpline no.: 1800-222-990 or send a request at evoting@nsdl.com.
d) 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) - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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

i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@inoxgreen.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 investor@inoxgreen.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
iii. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

11. **Instructions for Members for e-voting on the day of the EGM**

i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
ii. Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not casted 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 in the EGM.
iii. Members who have voted through Remote e-voting will be eligible to attend the EGM. However, they will not be eligible to again vote at the EGM.
iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.

12. **Instructions for Members for attending the EGM through VC/OAVM**

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

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

iii. Members are requested use good speed Internet in order to avoid any disturbance during the meeting.

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

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

vi. Members may join the EGM through VC/ OAVM facility 30 minutes before the scheduled time of start of EGM and it will be kept open for 15 minutes after the scheduled time.

vii. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the **Cut-off date i.e. Thursday, 06th August, 2026**, may download the same from the websites of the Company, Stock Exchanges i.e. NSE and BSE & NSDL and can exercise their voting rights through remote e-Voting or by e-Voting during the Meeting by following the instructions listed in this notice.

viii. The remote e-Voting period begins on **Monday, 10th August, 2026 at 9:00 A.M. (IST) and ends on Wednesday, 12th August, 2026 at 5:00 P.M.** (IST) During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. **Thursday, 06th August, 2026**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter.

13. **Procedure to raise questions/ seek clarifications with respect to any of the items set out in EGM Notice**

i. Members seeking any information on any of the resolutions as set out in the Notice of the EGM are requested to write to the Company Secretary **at least 7 days prior to the Meeting i.e. not later than Thursday, 6th August, 2026** at the Company's Corporate Office at INOXGFL Towers, Plot No.17, Sector-16A, Noida-201 301, Uttar Pradesh, or can send their queries on investor@inoxgreen.com and the same shall be suitably replied.

ii. The Members who would like to express their views/ ask questions/ queries during the meeting may register themselves in advance as a speaker by sending their request **atleast 7 days prior to the Meeting i.e. not later than Thursday, 6th August, 2026** mentioning their questions alongwith Name, Demat account number/Folio number, Email-id, Mobile number at investor@inoxgreen.com from their registered email address. The queries of the Members will be replied by the Company suitably.

iii. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers as appropriate for smooth conduct of the EGM.

14. The relevant documents referred to in the Notice and in the Explanatory Statement shall be open for inspection by the Members of the Company, without payment of fees, at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 01:00 P.M. upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at INOXGFL Towers, Plot No. 17, Sector-16A, Noida - 201301, Uttar Pradesh. Further, the relevant documents referred to in the Notice along with applicable Statutory Registers shall also be available for inspection through electronic mode during the meeting to any person having right to attend the meeting, basis the request being sent on investor@inoxgreen.com.

15. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the Cut-off date i.e. **Thursday, 6th August, 2026**. For all other Members who are not holding shares as on **6th August, 2026** and receive the Notice of EGM of the Company, shall treat the same as being for information purposes only and shall not be entitled to attend or vote at the meeting.

16. The Board of Directors has appointed Shri Prabhakar Kumar (ICSI Membership No. F5781 & COP No. 10630) failing him Shri Ashok (ICSI Membership No. A55136 & COP No. 20599), Partners of M/s. VAPN & Associates, Practicing Company Secretaries, Delhi, as Scrutinizer to scrutinize the voting including e-Voting process in a fair and transparent manner.

17. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in presence of at least two witnesses not in the employment of the Company and will make, not later than 2 working days of the conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

19. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

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

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

20. Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website; www.inoxgreen.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

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

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH APPLICABLE REGULATIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

The Company is evaluating various opportunities for growth, expansion and strengthening of its financial position. In order to meet the funding requirements of the Company for its existing as well as future business plans, the Company proposes to raise additional capital through issuance of equity shares and/or other eligible securities, subject to applicable laws and necessary approvals.

The proposed fund raising is intended to support the Company's business objectives, including exploration and execution of acquisitions, strategic investments and other growth opportunities, supporting the Company's growth initiatives including incremental working capital requirements arising from expansion of business, repayment and/or prepayment of existing debt, investment in subsidiaries and general corporate purposes.

Considering the funding requirements of the Company and prevailing market conditions, the Company proposes to raise funds aggregating up to Rs. 600 Crore (Rupees Six Hundred Crore only), comprising a base issue size of upto Rs. 400 Crore (Rupees Four Hundred Crore only) and a green shoe option of upto Rs. 200 Crore (Rupees Two Hundred Crore only), through issuance of Equity Shares and/or other eligible securities, in one or more tranches and/or issuances, through one or more permissible modes including qualified institutions placement, preferential issue, private placement, public issue or any other mode as may be permitted under applicable laws, on such terms and conditions as may be determined by the Board, subject to approval of the Members of the Company and other applicable approvals.

Further, pursuant to Section 62 of the Act, where a company proposes to increase its subscribed capital by a further issue of shares, such equity shares are required to be offered to the existing shareholders of the Company in the manner prescribed therein, unless the shareholders decide otherwise by way of a special resolution. Since the Special Resolution proposed in the business set out in the Notice may result in the issuance of Equity Shares of the Company to persons other than the existing Members of the Company, approval of the shareholders is being sought pursuant to the provisions of Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Act, read with the rules framed thereunder, as well as the applicable provisions of the SEBI ICDR Regulations.

The Special Resolution set out at Item No. 1 seeks to authorise the Board to issue Securities in one or more tranches and/or issuances, at such time or times, at such price or prices, to such investors and through such permissible modes as referred to above, without requiring any further approval of the Members, as the Board may, in its absolute discretion, deem fit.

In case the Issue is made through a Qualified Institutions Placement ("**QIP**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VI of the SEBI ICDR Regulations: (I) The allotment of Eligible Securities shall only be made to QIBs as defined in the SEBI ICDR Regulations; (II) the Eligible Securities proposed to be offered, issued and allotted shall be fully paid-up (excluding warrants) and in dematerialized form and shall be subject to provisions of the Memorandum and Articles of Association of the Company; (III) the allotment of the Eligible Securities shall be completed within a period of 365 days from the date of passing of the special resolution or such other time as may be allowed under the Act and/or SEBI ICDR Regulations, and/or applicable and relevant laws/guidelines from time to time; (IV) the pricing of the Securities that may be issued to QIBs pursuant to a QIP, shall be determined by the Board, in accordance with Regulation 176 under Chapter VI of the SEBI ICDR Regulations and applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations and applicable laws. The resolution enables the Board to offer such discount as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The Company may, in accordance with applicable law, and in consultation with the book running lead managers, offer a discount, of not more than 5%, or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations. The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the QIP for subscription, if Equity Shares are issued, or, in case of issuance of eligible convertible securities to QIBs by way of QIPs, either the date of the meeting in which the Board/ any committee authorized by the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board/ any committee authorized by the Board; None of the promoter and or any person related to the promoters of the Company shall participate in the issue. The Eligible Securities (excluding warrants) shall be allotted as fully paid up and in dematerialised form. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations, from time to time. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in a manner as may be prescribed from time to time under the SEBI ICDR Regulations and a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs. QIBs belonging to same group or under same control shall be deemed to be single allottee.

The proposed issuance of Securities may result in dilution of the existing shareholding of the Members of the Company, including the promoter and promoter group shareholding. However, the Company does not envisage any change in control or management of the Company pursuant to the proposed fund raising. The Securities shall be offered and allotted only to such eligible investors who are permitted to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with book running lead manager(s) and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Companies Act, 2013; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

The Securities to be offered, issued, and allotted by the Company pursuant to the Issue in terms of the Special Resolution set out at Item No. 1 would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company pursuant to Issue/ QIP, shall rank, in all respects, *pari-passu* with the existing Equity Shares of the Company.

The Securities proposed to be issued pursuant to the Issue shall be listed on the Stock Exchanges, subject to receipt of the necessary approvals. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Accordingly, the Board of Directors, at its meeting held on 22nd July, 2026, approved, subject to the approval of the Members of the Company and such other approvals as may be required, the proposal for raising funds aggregating upto Rs. 600 Crore (Rupees Six Hundred Crore only), comprising a base issue size of upto Rs. 400 Crore (Rupees Four Hundred Crore only) and a green shoe option of upto Rs. 200 Crore (Rupees Two Hundred Crore only), through issuance of Equity Shares and/or other eligible securities in one or more tranches and/or issuances through one or more permissible modes including Qualified Institutions Placement, preferential issue, private placement, public issue or any other mode as may be permitted under applicable laws.

Accordingly, the approval of the Members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution set out in Item No. 1, without the need for any fresh approval from the Members of the Company in this regard.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested (financially or otherwise), except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 1.

The proposed fund raising is considered beneficial for the Company and is expected to provide the necessary financial flexibility to support the Company's growth plans, expansion initiatives and strategic objectives. Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

Item No. 2

Inox Green Energy Services Limited ("IGESL" or the "Company") is one of India's leading renewable operations and maintenance service providers engaged in providing comprehensive operations and maintenance services for wind and solar energy projects and common infrastructure facilities for renewable energy projects across India.

The Company is pursuing significant growth opportunities across the renewable operations and maintenance business through both organic and inorganic initiatives, including expansion of its managed asset portfolio, acquisition of renewable O&M portfolios and long-term service arrangements for renewable energy projects. In connection with such growth initiatives and its ongoing business operations, the Company, from time to time, require banking and financial facilities and may also be required to furnish guarantees, security and other forms of credit enhancement support for its operational, contractual and funding requirements.

In view of the above funding and business requirements, the Company may, from time to time, require guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support in connection with such banking and financial facilities, contractual commitments and other business requirements.

Inox Wind Limited ("IWL"), the Holding and Promoter Company of the Company, is one of India's leading integrated wind energy solutions providers engaged in the manufacture and supply of wind turbine generators and providing end-to-end solutions for wind energy projects. Considering the strategic relationship between the Company and IWL and the synergies arising from their position within the INOXGFL Group's renewable energy ecosystem, the Company may, from time to time, obtain such guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from IWL.

Such support is expected to facilitate the Company's business operations, support the execution of its growth plans, enhance its financial flexibility and contribute to the achievement of the Company's business objectives while creating synergies across the Group.

Accordingly, the Company proposes to seek an enabling omnibus approval of the Members for availing such guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from IWL for an aggregate amount of upto Rs. 500 Crore, which may be availed from time to time as and when business requirements arise during the approved period. Such enabling approval will provide the

Company with the operational flexibility required to meet its financing and contractual requirements as they arise, without seeking separate shareholder approval for each individual transaction.

The proposed arrangement(s) for availing guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from IWL shall be undertaken in the ordinary course of business and on an arm's length basis. The commission, fee and other commercial terms, wherever applicable, shall be determined having regard to prevailing market conditions, comparable third-party arrangements, the Company's credit profile, underlying business requirements, tenure, security structure and other relevant commercial considerations. The Company shall ensure that such commercial terms, including commission, fee and other charges, wherever applicable, are comparable to those available from unrelated third parties for similar transactions and are in accordance with applicable laws and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions.

The proposed transaction(s) are expected to:

- Support the business growth and operational requirements of the Company;
- Enable the Company to efficiently obtain credit facilities and meet its contractual and performance obligations and facilitate efficient funding of its business operations and organic and inorganic growth requirements;
- Enhance operational efficiencies and synergies amongst Group entities; and
- Create long-term value for shareholders.

IWL is a related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 2(76) of the Companies Act, 2013 ("Act"). Accordingly, the proposed arrangement constitutes a related party transaction under Regulation 23 of the Listing Regulations and the applicable provisions of the Act.

Pursuant to Regulation 23 of the Listing Regulations, as amended, all material related party transactions require prior approval of the shareholders of the listed entity by way of an Ordinary Resolution, irrespective of whether such transactions are in the ordinary course of business and on an arm's length basis.

Based on the Company's last audited consolidated financial statements for the financial year ended 31st March, 2026, the annual consolidated turnover of the Company is Rs. 281 Crore. In accordance with Schedule XII of the Listing Regulations, the Company falls within the first prescribed slab applicable to listed entities having an annual consolidated turnover of up to Rs. 20,000 Crore. Accordingly, a related party transaction is regarded as material if its value, individually or together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover, i.e. Rs. 28.10 Crore.

The aggregate value of the proposed transaction(s) with IWL may be up to Rs. 500 Crore, which exceeds the applicable materiality threshold prescribed under the Listing Regulations. Accordingly, prior approval of the Members is required. Accordingly, approval of the Members is sought to enable the Company to avail guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from IWL for an aggregate amount not exceeding Rs. 500 Crore, on an arm's length basis and in the ordinary course of business, during the period commencing from the conclusion of the Extra-ordinary General Meeting at which the Members approve the proposed transaction(s) and ending upon the expiry of 12 (twelve) months therefrom.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 22nd July, 2026, have reviewed and approved the proposed transaction(s), after considering, inter alia, the commercial rationale, business requirements, pricing framework, arm's length nature, ordinary course of business criteria and the interests of the Company and its minority shareholders. The Audit Committee has also considered the certificate submitted by the Whole-time Director and the Chief Financial Officer confirming compliance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board is of the opinion that the proposed omnibus approval for availing guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from Inox Wind Limited is in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders, including minority shareholders. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

Pursuant to Regulation 23 of the Listing Regulations and other applicable provisions, all related parties of the Company shall abstain from voting on the Ordinary Resolution set out at Item No. 2 of the Notice, irrespective of whether such related party is a party to the proposed transaction(s) or not, to the extent required under applicable law.

The details of the proposed material related party transaction(s), for which omnibus approval of the Members is being sought, as required under Regulation 23(4) of the Listing Regulations, the applicable SEBI Master Circular and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", are set out below:

Part A: Minimum information of the proposed RPT

S. No.	**Particulars of the information**	**Information provided by the management**
A (1): Basic details of the related party		
1.	Name of the related party	Inox Wind Limited (“IWL”), the Holding Company and Promoter of the Company
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	IWL is an integrated wind energy solutions provider. While IWL is primarily engaged in the manufacturing of wind turbine generators (WTGs), its subsidiaries provide end-to-end engineering, procurement and construction (EPC) services for wind power projects, operations and maintenance (O&M) services, and services relating to the development of wind energy infrastructure.
A(2): Relationship and ownership of the related party		
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	IWL is the Promoter and Holding Company of the listed entity.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The listed entity does not hold any direct or indirect shareholding in IWL.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable

<table>
<tr><td></td><td>• Shareholding of the related party, whether direct or indirect, in the listed entity.

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>IWL, being the Promoter of the Company, directly holds 51.13% of the equity share capital of the Company.</td></tr>
<tr><td colspan="3">A(3): Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Rs. in Crore
<table>
<tr><th colspan="2">Nature of Transactions</th><th>FY 2025-26</th></tr>
<tr><td>(i)</td><td>Purchase of goods/ availing of services</td><td>7.52</td></tr>
<tr><td>(ii)</td><td>Sale of goods / providing services</td><td>33.68</td></tr>
<tr><td>(iii)</td><td>Giving of inter-corporate deposits</td><td>160.51</td></tr>
<tr><td>(iv)</td><td>Receiving of inter-corporate deposits</td><td>85.93</td></tr>
<tr><td>(v)</td><td>Reimbursement of expenses paid</td><td>1.25</td></tr>
<tr><td>(vi)</td><td>Reimbursement of expenses received</td><td>0.40</td></tr>
<tr><td></td><td>Total</td><td>289.29</td></tr>
</table>
Note: Consequential transactions arising from the above principal transactions were also undertaken. These included repayment of inter-corporate deposits, interest income and interest expense, taxes and other incidental charges.

As on 30th June 2026, IWL has outstanding guarantees in favour of banks and financial institutions in respect of credit facilities of an aggregate amount of Rs. 135 Crore availed by the Company.</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The unaudited financial results for the quarter ended 30th June, 2026 are under limited review and have not yet been approved.</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Based on the Company's records and the information/confirmation received from the related party as on the date of this Notice, no default has been reported or identified in respect of any obligation undertaken by the related party under any transaction or arrangement entered into with the Company or its subsidiary during the last financial year.</td></tr>
</table>

<table>
<tr><td colspan="3">A(4): Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Rs. 500 Crore</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>177.93%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>11.37%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Rs. in Crore
<table><tr><th>Particulars (Standalone)</th><th>FY 2025-26</th></tr><tr><td>Turnover</td><td>3,896.40</td></tr><tr><td>Profit After Tax</td><td>547.46</td></tr><tr><td>Net worth</td><td>6,333.54</td></tr></table></td></tr>
<tr><td colspan="3">A(5): Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Availing of guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from IWL in connection with banking facilities, financial facilities, contractual obligations, and other business requirements of the Company.</td></tr>
</table>

2.	Details of each type of the proposed transaction	The proposed transaction(s) comprise availing, directly or indirectly, guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from IWL in favour of banks, financial institutions, lenders, counterparties and/or other persons on behalf of the Company in connection with banking facilities, performance obligations, contractual commitments, including any renewal, extension, modification or continuation thereof, and other business requirements of the Company in the ordinary course of business. The approval is being sought as an enabling omnibus approval and the transaction(s) may be entered into from time to time as and when business requirements arise during the approved period.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for the period commencing from the conclusion of the Extraordinary General Meeting at which the Members approve the transaction and ending upon expiry of 12 months therefrom.
4.	Whether omnibus approval is being sought?	Yes. The Company is seeking an enabling omnibus approval for entering into such transaction(s) as and when business requirements arise during the approval period.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate amount of upto Rs. 500 Crore. The actual amount and timing of the transaction(s) will depend on the Company's business requirements. In any event, the aggregate amount of the transaction(s) during the financial year shall not exceed the approved limit of up to Rs. 500 Crore.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the interest of the Company as they will enable the Company to obtain banking and financial facilities to support its operational requirements and pursue its organic and inorganic growth initiatives. The proposed credit enhancement support from IWL is expected to improve financial flexibility, facilitate timely execution of projects and enhance operational efficiencies within the Group. All such transactions shall be undertaken in the ordinary course of business, on an arm's length basis and in accordance with the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation**: Indirect interest shall mean interest held through any person over which an individual has control. a) Name of the director / KMP	Inox Wind Limited ("IWL"), being the Promoter and Holding Company of the Company, is the related party with whom the proposed transaction(s) are proposed to be entered into. Accordingly, IWL, being the Promoter and Holding Company of the Company and the counterparty to the proposed transaction(s), is interested in the proposed transaction(s). Save as aforesaid, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the proposed transaction(s),

<table>
<tr><td></td><td>b) Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td>directly or indirectly, except to the extent of their respective shareholding, if any, in the Company.

Details of the shareholding held by the Directors/ KMP are set out below:
<table>
<tr><th>Name of Director/ KMP</th><th>No. of Equity Shares held</th></tr>
<tr><td>Ms. Bindu Saxena, Independent Director</td><td>12,640</td></tr>
<tr><td>Shri Sanjeev Jain, Independent Director</td><td>3,362</td></tr>
<tr><td>Shri Brij Mohan Bansal, Independent Director</td><td>1,354</td></tr>
<tr><td>Shir Shailendra Tandon, Non-Executive Non-Independent Director</td><td>376</td></tr>
<tr><td>Shri Govind Prakash Rathore, Chief Financial Officer</td><td>119</td></tr>
<tr><td>Shri Anup Kumar Jain, Company Secretary</td><td>75</td></tr>
</table></td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable.

The proposed transaction(s) relate to the availing of guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support from IWL and are proposed to be undertaken in the ordinary course of business and on an arm's length basis. Considering the nature of the proposed transaction(s), no valuation report or external party report has been obtained under applicable law.</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>Apart from the information set out above, there are no other material facts relevant for the decision making while considering the proposed transaction(s).</td></tr>
</table>

By **Order of the Board of Directors**

Sd/-

Anup Kumar Jain
Company Secretary
ICSI Membership No.: 20476

Place: Noida
Date: 22nd July, 2026