IWL: NOI: 2026

22nd July, 2026

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

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

Sub: Submission of Notice of 14th Extra-ordinary General Meeting (EGM) of the Company

Re: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sirs/Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the copy of Notice of **14th Extra-ordinary General Meeting** ('**EGM**') of the Members of **Inox Wind Limited** (the '**Company**') which is scheduled to be held on **Thursday, 13th August, 2026 at 12.00 Noon (IST)** through **Video Conferencing/ Other Audio-Visual Means ('VC/OAVM')** for seeking their approval on the resolution(s) as set out in the Notice of EGM.

The Notice of EGM is being dispatched today to all eligible shareholders whose e-mail Ids are registered with the Company/ Depositories. The copy of EGM Notice is also available on the Company's website at www.inoxwind.com.

The Company is providing to its Members the facility to exercise their right to vote on the resolution proposed to be passed at the EGM by electronic means only through the platform of National Securities Depository Limited.

Persons 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. Thursday, 6th August, 2026**, shall be entitled to avail the e-Voting facility. **The remote e-Voting facility shall commence on Monday, 10th August, 2026 from 9.00 A.M. (IST) and will end on Wednesday, 12th August, 2026 at 5.00 P.M. (IST)**.

We request you to take the above on record.

Thanking You

Yours faithfully,
For **Inox Wind Limited**

DEEPAK BANGA Digitally signed by DEEPAK BANGA Date: 2026.07.22 19:27:29 +05'30'

Deepak Banga
Company Secretary

Encl.: As above

INOX WIND LIMITED

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

Notice of 14th Extra-Ordinary General Meeting

Notice is hereby given that the **14th Extra-Ordinary General Meeting** of the Members of **Inox Wind Limited** will be held on **Thursday, 13th August, 2026 at 12:00 Noon (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

Special Business

Item No. 1

Approval of material related party transactions

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 on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, and pursuant to the approvals of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company to enter into contract(s), arrangement(s), agreement(s) and/ or transaction(s), whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise, which constitute material related party transactions with:

(i) **Inox Clean Energy Limited and/ or any of its subsidiaries**, being related parties of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale and supply of wind turbine generators ("WTGs") together with ancillary and incidental equipments, parts and components, for an aggregate consideration of upto **Rs. 3,500 Crore** (Rupees Three Thousand and Five Hundred Crore only), during the period commencing from the conclusion of this Extra-ordinary General Meeting and ending on 31st March, 2029, being in connection with the proposed supply of approximately 500 MW of WTGs forming part of the supply opportunity contemplated under the Framework Agreement dated 16th June, 2026 for supply of upto 1,500 MW of WTGs, 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.

(ii) **Inox Green Energy Services Limited** ("IGESL"), being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for providing guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support, for an aggregate amount of upto **Rs. 500 Crore** (Rupees Five Hundred Crore only), during the period commencing from the conclusion of the Extra-ordinary General Meeting and ending upon expiry of 12 months therefrom, on such terms and conditions as may be mutually agreed, 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/-
Deepak Banga
Company Secretary
ICSI Membership No.: ACS 12716

Place: Noida
Date: 16th 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 ("**MCA Circulars**") and the relevant Securities and Exchange Board of India ("SEBI") Circulars, including the updated Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 and subsequent relevant circulars ('**SEBI Circulars**'), the Extra-ordinary General Meeting ("**EGM**") is permitted to be held through VC/ 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 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the **14th Extra-ordinary General Meeting** (the "**EGM**" or the "**Meeting**") of the Members of **Inox Wind Limited** (the "**Company**") is scheduled to be held on **Thursday, 13th August, 2026 at 12:00 Noon (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 representatives of the Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the meeting held through VC/ OAVM and in this regard should send the 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.inoxwind.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. NSDL Mobile App is available on App Store Google Play
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. 18002109911

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

General Guidelines for shareholders

a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@jkgupta.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 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 investors.iwl@inoxwind.com.
ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors.iwl@inoxwind.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
iii. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 to use a stable high-speed internet connection 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 15 minutes before the scheduled time of EGM and it will be kept open for 15 minutes after the conclusion of the EGM.

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, 6th August, 2026**, may download the Notice of the Meeting from the websites of the Company, Stock Exchanges i.e. NSE and BSE & NSDL and can exercise their voting rights through remote e-Voting or by e-voting during the Meeting by following the instructions listed in this notice.

viii. The remote e-Voting period begins on **Monday, 10th August, 2026 at 9:00 A.M. and ends on Wednesday, 12th August, 2026 at 5:00 P.M.,** 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. 6th 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 **atleast 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-201301, Uttar Pradesh, or can send their queries on investors.iwl@inoxwind.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 investors.iwl@inoxwind.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 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 investors.iwl@inoxwind.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, the same is for their information.

16. The Board of Directors has appointed Shri Jitesh Gupta (ICSI Membership No. FCS 3978 and CP No. 2448), Partner of M/s. J. K. Gupta & Associates, Practising Company Secretaries, Delhi as the Scrutinizers 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.inoxwind.com and on the website of NSDL; www.evoting.nsdl.com and shall be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.

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.inoxwind.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.inoxwind.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 Wind Limited), Noble Heights, 1st Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janak Puri, New Delhi-110058 or may write to the Company at INOXGFL Towers, Plot No. 17, Sector-16A, Noida - 201301, Uttar Pradesh, for assistance in this regard.

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.inoxwind.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

Inox Wind Limited ("IWL" or the "Company") is one of India's leading integrated wind energy solutions providers and a part of the INOXGFL Group, engaged in the manufacture and supply of wind turbine generators ("WTGs") and providing end-to-end solutions for wind energy projects. The Company also has subsidiaries engaged in renewable EPC and operations and maintenance services, enabling it to offer integrated solutions across the renewable energy value chain.

(i) Transaction with Inox Clean Energy Limited and/ or any of its subsidiaries

Inox Clean Energy Limited ("ICEL") is the integrated renewable energy platform of the INOXGFL Group and operates across the renewable Independent Power Producer ("IPP") business through its subsidiary, Inox Neo Energies Limited ("INEL"), and the solar manufacturing business through its subsidiary, Inox Solar Limited. ICEL is pursuing significant expansion across these businesses through organic and inorganic growth initiatives and has articulated plans for substantial growth in its renewable energy generation and solar manufacturing capacities over the coming years. Leveraging the synergies, expertise and integrated capabilities available within the INOXGFL Group, ICEL is expanding its renewable energy portfolio across India. In view of its planned renewable energy projects and anticipated wind capacity additions, ICEL and/or its subsidiaries are expected to have significant requirements for wind turbine generators and related equipment, thereby creating a substantial business opportunity for the Company.

In view of the above, the Company on 16th June, 2026 executed a Framework Agreement with ICEL for the potential supply of advanced 3.3 MW and 4X wind turbine generators aggregating upto 1,500 MW by the Company for renewable energy projects proposed to be developed by ICEL and/or its subsidiaries across India. The Framework Agreement sets out the overall commercial understanding and envisaged supply opportunity between the parties.

Pursuant to the aforesaid Framework Agreement, ICEL and/or its subsidiaries have identified an initial requirement of approximately 500 MW of wind turbine generators and related equipment.

The proposed transaction represents the first tranche of the overall supply opportunity contemplated under the Framework Agreement and is limited to the aforesaid 500 MW capacity and an aggregate transaction value of upto Rs. 3,500 Crore for which approval is presently being sought.

The transaction(s) will be undertaken in the ordinary course of business and on an arm's length basis. The pricing and commercial terms applicable to the proposed transaction(s) shall be determined in accordance with the commercial framework agreed between the parties under the Framework Agreement dated 16th June, 2026 taking into account prevailing market conditions, comparable third-party transactions, project specifications, delivery schedules and other relevant commercial considerations, and in accordance with applicable laws and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions.

The Company shall ensure that the pricing and commercial terms applicable to the proposed transaction(s) are not more favourable to the related party than those offered to unrelated third parties for comparable transactions, after considering differences in project specifications, volume commitments, delivery schedules, credit terms and other relevant commercial factors.

Given the nature of the businesses, the proposed transaction for sale and supply of WTGs, together with ancillary and incidental equipments, parts and components, by the Company to ICEL and/or any of its subsidiaries is commercially beneficial and aligned with the business objectives of both parties. The proposed transaction will support the growth plans of ICEL while enabling the Company to utilise its manufacturing capacity, strengthen its order book and generate additional revenues. The proposed transaction will also support implementation of the INOXGFL Group's 'One Integrated' renewable strategy, which integrates the manufacturing, EPC, IPP and O&M capabilities of various Group entities.

The proposed transaction is expected to provide the following benefits to the Company:

- Support growth of the Company's core business;
- Improve utilisation of the Company's manufacturing facilities and resources;

- Improve operating efficiencies and economies of scale; and
- Create long-term value for shareholders.

ICEL and/or any of its subsidiaries qualify as related parties under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013. The proposed transaction qualifies as a related party transaction under Regulation 23 of the Listing Regulations and the Companies Act, 2013.

In terms of Regulation 23 of the Listing Regulations, as amended, material related party transactions require prior approval of the shareholders through ordinary resolution, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, a related party transaction shall be regarded as material where the value of the transaction, individually or taken together with previous transactions during a financial year, exceeds the materiality threshold specified under Schedule XII of the Listing Regulations.

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

As the aggregate value of the proposed transaction(s) with ICEL and/or its subsidiaries for the initial tranche of approximately 500 MW is estimated to be upto Rs. 3,500 Crore, the transaction(s) are expected to exceed the applicable materiality threshold prescribed under the Listing Regulations and would thus require prior approval of the shareholders of the Company.

Accordingly, approval of the Members is being sought for entering into material related party transaction(s) with ICEL and/or its subsidiaries for the sale and supply of such wind turbine generators, together with ancillary and incidental equipments, parts and components, for an aggregate value of upto Rs. 3,500 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 transaction and ending on 31st March, 2029.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 16th July, 2026, have reviewed and approved the proposed transaction(s), including the commercial rationale, business requirements, pricing framework, arm's length nature of the transaction(s), 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 Directors and the Chief Financial Officer of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".

The Audit Committee and the Board of Directors are of the view that the proposed transaction(s) are 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.

Shri Devansh Jain, Whole-time Director of the Company, may be deemed to be interested in the proposed transaction(s), as he is a Director on the Board of ICEL and, jointly with his relative(s), holds 95.43% of the equity share capital of ICEL and exercises control over ICEL and its subsidiaries. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

(ii) <u>Transactions with Inox Green Energy Services Limited</u>

Inox Green Energy Services Limited ("IGESL") is a material subsidiary of the Company and is engaged in the business of providing comprehensive operations and maintenance services for wind and solar energy projects and common infrastructure facilities for renewable energy projects across India.

IGESL 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, IGESL may, from time to time, require banking and financial facilities and in respect of the same may be required to furnish guarantees, security and other forms of credit enhancement support. Accordingly, the Company, being the promoter and holding company of IGESL, may be required to provide guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support in favour of IGESL to facilitate its business requirements, support execution of its growth plans, enhance financial flexibility and enable achievement of the business objectives of IGESL and the Group.

The Company proposes to seek an enabling omnibus approval for such transaction(s), which may be entered into, from time to time, as and when business requirements arise during the approved period, for an amount upto Rs. 500 Crore to facilitate operational flexibility, support business growth and enable effective achievement of the business objectives of the Company and its subsidiary.

The proposed transaction(s) 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, credit profile, underlying business requirements and other relevant commercial considerations and in accordance with applicable laws and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions.

The Company shall ensure that the commercial terms applicable to the proposed transaction(s) are not more favourable to the related party than those offered to unrelated third parties for comparable transactions, after considering differences in business requirements, credit profile, security structure, tenure and other relevant commercial factors.

The proposed transaction is expected to:

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

IGESL qualifies as a related party under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013. The proposed transaction qualifies as a related party transaction under Regulation 23 of the Listing Regulations and the Companies Act, 2013.

In terms of Regulation 23 of the Listing Regulations, as amended, material related party transactions require prior approval of the shareholders through ordinary resolution, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, a related party transaction shall be regarded as material where the value of the transaction, individually or taken together with previous transactions during a financial year, exceeds the materiality threshold specified under Schedule XII of the Listing Regulations.

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

As the aggregate value of the proposed transaction(s) with IGESL is proposed to be upto Rs. 500 Crore, the transaction(s) are expected to exceed the applicable materiality threshold prescribed under the Listing Regulations and accordingly require prior approval of the shareholders of the Company.

Accordingly, enabling approval of the Members is being sought to approve the proposal for entering into material related party transaction(s) with IGESL, as and when business requirements arise, for providing guarantee(s) and/or security(ies) and/or other credit enhancement support in favour of IGESL, a material subsidiary, for a maximum amount of upto 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 transaction and ending upon expiry of 12 months therefrom.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 16th July, 2026, have reviewed and approved the proposed transaction(s), including the commercial rationale, business requirements, pricing framework, arm's length nature of the transaction(s), 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 Directors and the Chief Financial Officer of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".

The Audit Committee and the Board of Directors are of the view that the proposed transaction(s) are 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.

Shri Devansh Jain, Whole-time Director of the Company, may be deemed to be interested in the proposed transaction(s), as he, jointly with his relatives, indirectly exercises control over IGESL.

Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, 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 recommends the resolution as set out at Item No. 1 of the Notice for approval by the Members of the Company as an Ordinary Resolution in respect of the material related party transactions with (i) ICEL and/ or any of its subsidiaries and (ii) IGESL.

Pursuant to Regulation 23 of the Listing Regulations, no related party of the Company shall vote to approve the Ordinary Resolution, irrespective of whether such related party is a party to the proposed transaction(s) or not.

The details of the proposed material related party transaction(s) with (i) Inox Clean Energy Limited (“ICEL”) and/or its subsidiaries and (ii) Inox Green Energy Services Limited (“IGESL”), 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:

Transactions between the Company and Inox Clean Energy Limited and/ or any of its subsidiary companies

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

<table>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1.</td><td>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:</td><td></td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary, whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td>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/ subsidiary.</td><td>Not applicable</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary.</td><td>Nil</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 with the related party (ICEL and its subsidiaries) during the last financial year.</td><td>
<table>
<tr><th>S. No.</th><th>Nature of transactions entered during FY 2025-26 (on consolidated basis)</th><th>Amount (Rs. in Crore)</th></tr>
<tr><td>1.</td><td>Sales of goods and services</td><td>224.36</td></tr>
<tr><td>2.</td><td>Advance from customer</td><td>387.15</td></tr>
<tr><td>3.</td><td>Inter-corporate deposit given</td><td>0.81</td></tr>
<tr><td>4.</td><td>Inter-corporate deposit taken</td><td>9.00</td></tr>
<tr><td>5.</td><td>Guarantee commission received</td><td>1.85</td></tr>
<tr><td colspan="2">Total</td><td>623.17</td></tr>
</table>
Note: Consequential transactions arising from the above principal transactions were also undertaken. These included interest income, interest expense, reimbursement of expenses paid/ received.</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 upto 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>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</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>Approx. Rs. 3,500 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>
</table>

<table>
<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>79.60%</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>1065.84%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year</td><td>Rs. in Crore
<table>
<tr><th>Particulars</th><th>Consolidated FY 2025-26 (provisional)</th></tr>
<tr><td>Turnover</td><td>328.38</td></tr>
<tr><td>Profit After Tax</td><td>43.08</td></tr>
<tr><td>Net worth</td><td>2270.57</td></tr>
</table></td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</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>Sale and supply of wind turbine generators ("WTGs") together with ancillary and incidental equipments, parts and components.</td></tr>
<tr><td>2.</td><td>Details of each of the proposed transaction</td><td>The proposed transaction(s) with ICEL and/or any of its subsidiaries comprise the sale and supply of wind turbine generators ("WTGs"), together with ancillary and incidental equipment, parts and components, by the Company.

The Company is engaged in the business of manufacturing and supplying WTGs and providing integrated wind energy solutions. ICEL, through its subsidiaries including Inox Neo Energies Limited ("INEL"), is engaged in the development, ownership and operation of renewable energy projects across wind, solar and hybrid technologies. In view of the renewable energy projects proposed to be developed by ICEL and/or any of its subsidiaries, there is an anticipated requirement for procurement of WTGs and related equipment from the Company.

The proposed transaction(s) are intended to facilitate the supply of WTGs and related equipment for renewable energy projects aggregating approximately 500 MW proposed to be procured by ICEL and/or any of its subsidiaries.

The proposed transaction(s) will be undertaken in the ordinary course of business and on an arm's length basis. The actual value and timing of the transaction(s) may vary depending upon project requirements, execution schedules and other commercial considerations and may be lower than the approved limit.</td></tr>
</table>

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for the period commencing from the conclusion of this Extra-ordinary General Meeting and ending on 31st March, 2029. The parties may enter into such contract(s), agreement(s) and arrangement(s), including any amendments, modifications, renewals or extensions thereof, within the overall approved limit.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Approx. Rs. 3,500 Crore representing proposed value of supply of approximately 500 MW of WTGs. The proposed transaction(s) are expected to be undertaken over multiple financial years up to 31st March, 2029. Actual value and timing of transactions in each financial year may vary depending upon project execution schedules, commercial arrangements and business requirements.
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 are expected to: • strengthen the Company's order book and revenue visibility; • enhance utilisation of the Company's manufacturing facilities and resources; • support growth of the Company's core business of manufacturing and supply of wind turbine generators; • improve operational efficiencies and economies of scale; and • create long-term value for the Company's shareholders. The proposed transaction(s) will be undertaken in the ordinary course of business and on an arm's length basis. The pricing and commercial terms will be based on prevailing market conditions, comparable third-party transactions, project specifications and other relevant commercial considerations.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly: a. Name of the director / KMP b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	Shri Devansh Jain, Whole-time Director of the Company, may be deemed to be interested in the proposed transaction(s), as he is a Director on the Board of Inox Clean Energy Limited (“ICEL”) and, jointly with his relative(s), holds 95.43% of the equity share capital of ICEL and exercises control over ICEL and its subsidiaries. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. The proposed related party transaction(s) relate to sale and supply of wind turbine generators ("WTGs") together with ancillary and incidental equipment, parts and components and will be undertaken on an arm's length basis in the ordinary course of business. Considering the nature of the transaction(s), no valuation report or external party

		report is required under applicable law. The Audit Committee has reviewed the business rationale, material terms and conditions, pricing framework and arm's length basis of the proposed transaction(s) based on the information, documents and certifications placed before it, including the certificate submitted by the Whole-time Directors and the Chief Financial Officer of the Company in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".
9.	Other information relevant for decision making.	Apart from the information set out above and elsewhere in the Explanatory Statement, there are no other material facts relevant for the Members to consider while approving the proposed related party transaction(s).

Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transaction(s) relate to the sale and supply of wind turbine generators ("WTGs") together with ancillary and incidental equipment, parts and components. To support implementation of the INOXGFL Group's 'One Integrated' renewable strategy, which integrates the manufacturing, EPC, IPP and O&M capabilities available within the Group, the transaction(s) are proposed to be undertaken based on the business requirements of Inox Clean Energy Limited ("ICEL") and/or any of its subsidiaries and the Company's ability to supply the required WTGs and related equipments.
2.	Basis of determination of price	The pricing and commercial terms of the proposed transaction(s) shall be determined on an arm's length basis in accordance with applicable law and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions. The pricing will be based on prevailing market prices, comparable third-party transactions, project specifications, delivery schedules, volume commitments, commercial negotiations and other relevant market and business considerations applicable to the supply of WTGs and related equipment. The Company shall ensure that the pricing and commercial terms applicable to the proposed transaction(s) are not more favourable to the related party than those offered to unrelated third parties for comparable transactions, after considering differences in project specifications, volume commitments, delivery schedules, credit terms and other relevant commercial factors.

3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	Trade advances, if any, may be received from or provided to ICEL and/or any of its subsidiaries only as an integral part of the underlying supply contracts and in accordance with customary commercial practices, within the overall approved transaction limit.
	b. Tenure	As mutually agreed between the parties and in accordance with the terms of the underlying supply contract(s).
	c. Whether same is self-liquidating?	Yes. Such trade advances shall be adjusted against the supply of WTGs and related equipment under the corresponding contractual arrangements.

Transactions between the Company and Inox Green Energy Services Limited

S. No.	Particulars of the information	Details
Part A: Minimum information of the proposed RPT		
A(1): Basic details of the related party		
1.	Name of the related party	Inox Green Energy Services Limited ("IGESL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in the business of Operation and Maintenance Services (O&M) of wind and solar energy projects
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: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • 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/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***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.*	IGESL is a subsidiary of the Company and hence a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015. The Company holds 51.13% of the equity share capital of IGESL.

<table>
<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>S. No.</th><th>Nature of transactions entered during FY 2025-26</th><th>Amount</th></tr>
<tr><td>1.</td><td>Purchase/availing of services</td><td>33.68</td></tr>
<tr><td>2.</td><td>Sale of goods</td><td>7.52</td></tr>
<tr><td>3.</td><td>Giving of inter-corporate deposits</td><td>85.93</td></tr>
<tr><td>4.</td><td>Receiving of inter-corporate deposits</td><td>160.51</td></tr>
<tr><td>5.</td><td>Reimbursement of expenses paid</td><td>0.40</td></tr>
<tr><td>6.</td><td>Reimbursement of expenses received</td><td>1.25</td></tr>
<tr><td colspan="2">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.
As on 30th June, 2026, the Company had provided guarantees aggregating Rs. 135 Crore in favour of banks and financial institutions in connection with facilities availed by IGESL.</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>No</td></tr>
<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>11.37%</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>209.66%</td></tr>
</table>

<table>
<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>177.93%</td></tr>
<tr><td>6.</td><td>Standalone 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</th><th>FY 2025-26</th></tr><tr><td>Turnover</td><td>238.48</td></tr><tr><td>Profit After Tax</td><td>52.46</td></tr><tr><td>Net worth</td><td>1731.52</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>Providing guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support in favour of IGESL.</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>The proposed transaction(s) comprise providing, directly or indirectly, guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support by the Company in favour of banks, financial institutions, lenders, counterparties and/or other persons on behalf of IGESL in connection with banking facilities, performance obligations, contractual commitments and other business requirements undertaken by IGESL 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.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>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.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes. The Company is seeking an enabling omnibus approval for entering into such transaction(s) as and when business requirements arise during the approved period.</td></tr>
<tr><td>5.</td><td>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.</td><td>Aggregate amount upto Rs. 500 Crore. The actual amount and timing of the transaction(s) will depend upon business requirements.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the interest of the Company as they are expected to:
Support the business growth and operational requirements of IGESL;
Enable IGESL to efficiently obtain credit facilities and meet its contractual and performance obligations;
Enhance operational efficiencies and synergies amongst Group entities; and
Create long-term value for shareholders.</td></tr>
</table>

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 b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Shri Devansh Jain, Whole-time Director of the Company, may be deemed to be interested in the proposed transaction(s), as he, jointly with his relatives, indirectly exercises control over IGESL. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, directly or indirectly, except to the extent of the shareholding, if any, held by them in IGESL. Details of the shareholding held by the Directors/ KMP are set out below: • Shri Brij Mohan Bansal, Independent Director holds 700 equity shares in IGESL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. The proposed transaction(s) relate to providing of guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support by the Company in favour of IGESL 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. The Audit Committee has reviewed the business rationale, material terms and conditions and arm's length basis of the proposed transaction(s) based on the information, documents and certifications placed before it.
9.	Other information relevant for decision making.	The approval is being sought as an enabling omnibus approval and the proposed transaction(s) may be undertaken as and when business requirements arise during the approved period. The actual amount and timing of the transaction(s) may vary depending upon business requirements and may be lower than the approved limit. The proposed transaction(s) shall remain subject to the oversight and periodic review of the Audit Committee in accordance with applicable law and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions. Apart from the information set out above, there are no other material facts relevant for decision making.

B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed transaction(s) are intended to support the business operations, contractual commitments, performance obligations and funding requirements of IGESL in connection with its operations and maintenance services business.

		The omnibus approval will provide operational flexibility to the Company and IGESL to undertake such transaction(s) as and when business requirements arise during the approved period and enable efficient execution of business opportunities and achievement of the business objectives of the Company and its subsidiary.
	(b) Whether it will create a legally binding obligation on listed entity?	To the extent guarantee(s), security(ies), indemnity(ies), comfort letter(s) or other credit enhancement support are issued by the Company pursuant to the approved limit and in accordance with the underlying documentation, such arrangements may create legally binding obligations on the Company.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary;	The commission or other consideration, wherever considered appropriate and legally permissible, shall be determined, on an arm's length basis having regard to prevailing market conditions, comparable third-party arrangements, credit profile, underlying business requirements and other relevant commercial considerations.
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Appropriate contractual rights and obligations shall be incorporated in the relevant documentation to enable recovery from IGESL of amounts, liabilities, costs, charges and expenses incurred by the Company pursuant to invocation of any guarantee, security, indemnity, comfort letter or other credit enhancement support, subject to the terms of the relevant arrangements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support proposed to be provided by the Company shall not exceed Rs. 500 Crore. As on the date of seeking approval, no specific guarantee, security, indemnity, comfort letter or other credit enhancement support has been identified or approved under the proposed omnibus limit. Any provision required to be made in the books of account of the Company pursuant to invocation or crystallisation of any liability shall be made in accordance with applicable accounting standards and legal requirements.

C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Applicable. The Company is seeking an enabling omnibus approval for provision of guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support that may be provided as and when business requirements arise during the approved period. As on the date of seeking approval, no specific borrowing, lender or facility has been identified.
2.	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the audited financial statements and information provided by IGESL, it has continued to operate as a going concern during the last three financial years.
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate amount of guarantee(s), security(ies), indemnity(ies), comfort letter(s) and/or other forms of credit enhancement support proposed to be provided by the Company shall not exceed Rs. 500 Crore during the approved period. As on the date of seeking approval, no specific obligation has been undertaken by the Company under the proposed omnibus limit.

<table>
<tr>
<td rowspan="4">4.</td>
<td>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.
Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.
In addition, state the following:
a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;
b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</td>
<td rowspan="4">Based on information available with the Company and representations/ confirmation received from IGESL, no default on borrowings by IGESL from the Company or any other person has been reported during the last three financial years.
<table>
<tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Default on borrowings</td><td>No</td><td>No</td><td>No</td></tr>
<tr><td>NPA classification</td><td>No</td><td>No</td><td>No</td></tr>
<tr><td>Willful defaulter</td><td>No</td><td>No</td><td>No</td></tr>
<tr><td>Insolvency proceedings</td><td>No</td><td>No</td><td>No</td></tr>
<tr><td>Section 29A disqualification</td><td>No</td><td>No</td><td>No</td></tr>
</table>
</td>
</tr>
<tr><td>FY 2025-2026</td></tr>
<tr><td>FY 2024-2025</td></tr>
<tr><td>FY 2023-2024</td></tr>
</table>

By order of the Board of Directors

Sd/-
Deepak Banga
Company Secretary
ICSI Membership No.: ACS 12716

Place: Noida
Date: 16th July, 2026