

INOX RENEWABLE SOLUTIONS LIMITED

(Formerly known as Resco Global Wind Services Limited)

Corporate Office: INOXGFL Towers, Plot No.17, Sector-16A, Noida 201301, Uttar Pradesh, India. investors.iwl@inoxwind.com

Tel.:+91-0265-6198111, 0120-6149600

NOTICE

NOTICE is hereby given that the **Fifth Annual General Meeting (AGM) of the Members of Inox Renewable Solutions Limited (formerly known as (Resco Global Wind Services Private Limited)** will be held at the Registered Office of the Company situated at 301, ABS Towers, Old Padra Road, Vadodara 390007, Gujarat on **Friday, the 19th day of September, 2025 at 11:00 A.M.** to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the report of the Auditors thereon
- 2. To appoint a Director in place of Shri Mukesh Manglik who retires by rotation and being eligible and has offered himself for re-appointment.

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 Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of Company be and is hereby accorded for re-appointment of Shri Mukesh Manglik (DIN: 07001509) who retires by rotation at this Annual General Meeting and being eligible who has offered himself for re-appointment, as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

3. Appointment of Shri Sanjeev Jain as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Sections 161, 197(5) and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 each as amended ("Companies Act"), (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of law, if any, and pursuant to the provisions of the Articles of Association of the Company and based on the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Shri Sanjeev Jain (DIN: 00023409), who was appointed as an Additional Director of the Company, in the capacity of an Independent Director, by the Board of Directors of the Company w.e.f. 14th November, 2024 and who is not disgualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and who has submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and is eligible for appointment, as a Director (in the capacity of Independent Director) on the Board of Directors of the Company ("Board"), who shall hold office for an initial term of 5 (five) consecutive years commencing on 14th November, 2024 and shall not be liable to retire by rotation." An INO) GFL Group Company

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution."

4. Appointment of Ms. Bindu Saxena as an Independent Director of the Company

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 Sections 149, 150 and 152 read with Schedule IV, Sections 161, 197(5) and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 each as amended ("Companies Act"), (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of law, if any, and pursuant to the provisions of the Articles of Association of the Company and based on the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Ms. Bindu Saxena (DIN: 00167802), who was appointed as an Additional Director of the Company, in the capacity of an Independent Director, by the Board of Directors of the Company w.e.f. 14th November, 2024 and who is not disgualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and who has submitted a declaration that she meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and is eligible for appointment, as a Director (in the capacity of Independent Director) on the Board of Directors of the Company ("Board"), who shall hold office for an initial term of 5 (five) consecutive years commencing on 14th November, 2024 and shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Ratification of payment of remuneration payable to Cost Auditors of the Company for the Financial Year ending on 31st March, 2026

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 Sections 141, 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.1,60,000 (Rupees One Lakh and Sixty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual, as approved by the Board of Directors of the Company, to be paid to M/s. Jain Sharma and Associates, Cost Auditors (Firm Registration No. 000270) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31st March, 2026, be and is hereby ratified and confirmed."

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

By Order of the Board of Directors

Place: Noida

Date: 14th August, 2025

Heera Lal Company Secretary ICSI Membership No:29783

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
- 3. 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.
- 4. Appointment / Re-appointment of Directors:
 - The information required to be provided as per the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India in respect of Directors/s being appointed / re-appointed are given in Annexure to this AGM Notice.
- 5. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to Shri Heera Lal, Company Secretary at least seven days in advance at its Corporate Office, so as to enable the Company to keep the information ready.
- 6. Members/ Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
- 7. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
- 8. The relevant documents referred to in the accompanying Notice of Meeting are open for inspection by the Members of the Company at the Registered Office of the Company 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 at the Registered Office of the Company situated at 301, ABS Towers, Old Padra Road, Vadodara 390007, Gujarat and Corporate Office of the Company situated at INOXGFL Towers, Plot No. 17, Sector-16A, Noida-201301, Uttar Pradesh.
- 9. The Proxy Form, Attendance Slip and Route Map of AGM are annexed to this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Appointment of Shri Sanjeev Jain as an Independent Director of the Company

The Board of Directors at their meeting held on 13th November, 2024 appointed Shri Sanjeev Jain (DIN: 00023409) as an Additional Director (Category: Non-Executive Independent) of the Company for an initial term of 5 (five) consecutive years commencing from 14th November, 2024, not liable to retire by rotation.

Brief Profile:

Shri Sanjeev Jain, aged 57 years, has over two decades of experience as a Practicing Chartered Accountant and specializes in taxation laws, accounts, auditing, finance, corporate governance etc.

He is a senior partner of M/s. Shanti Prashad & Co., Chartered Accountants, New Delhi. In the past, he was on the Boards of UCO Bank and Bank of Maharashtra as part time non-official Director. He has also been a member of the governing body of Dharamshila Cancer Foundation.

His academic background consists of B.Com. (Hons.) from Shri Ram College of Commerce, Delhi University. He is also a law graduate from Delhi University and is a Fellow Member of The Institute of Chartered Accountants of India.

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

The Company looks forward to benefit from his extensive experience and knowledge to further expand its value creation initiatives.

In the opinion of the Board, Shri Sanjeev Jain fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and is thereby eligible for appointment as an Independent Director of the Company. The Company has received notice under Section 160 of the Act from a member proposing his candidature as an Independent Director of the Company.

The requisite details and information pursuant to the Act and Secretarial Standards as on the date of the Notice are provided in the "**Annexure**" to the Notice.

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

The Board recommends the resolution as set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No. 4

Appointment of Ms. Bindu Saxena as an Independent Director of the Company

The Board of Directors at their meeting held on 13th November, 2024, appointed Ms. Bindu Saxena (DIN: 00167802) as an Additional Director (Category: Non-Executive Independent) of the Company for an initial term of 5 (five) consecutive years commencing from 14th November, 2024, not liable to retire by rotation.

Brief Profile:

Ms. Bindu Saxena holds a Bachelor degree in Commerce and in Law from Lucknow University. She is an Advocate and is a partner of the Law firm M/s. Swarup & Company, New Delhi. She has over three decades of experience as a corporate attorney with experience in commercial transactions and projects in India and overseas.

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

The Company looks forward to benefit from her extensive experience and knowledge to further expand its value creation initiatives.

In the opinion of the Board, Ms. Bindu Saxena fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and is thereby eligible for appointment as an Independent Director of the Company. The Company has received notice under Section 160 of the Act from a member proposing her candidature as an Independent Director of the Company.

The requisite details and information pursuant to the Act and Secretarial Standards as on the date of the Notice are provided in the "**Annexure**" to the Notice.

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

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No. 5

The Board of Directors of the Company at their meeting held on 14th August, 2025, based on the recommendation of Audit Committee and subject to the approval of the members and such other requisite approvals as may be required, re-appointed M/s. Jain Sharma and Associates, Cost Accountants as Cost Auditors of the Company and approved to pay Rs.1,60,000 plus GST as applicable and reimbursement of out-of-pocket expenses towards audit fees for carrying out the cost audit of the Company for the financial year 2025-26.

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

Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending on 31st March, 2026.

None of the Directors and Key Managerial Personnel of the Company or their relatives is/are directly or indirectly concerned or interested in the proposed resolution as set out at Item No.5.

The Board recommends the resolution as set out at Item No.5 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

By Order of the Board of Directors

Heera Lal

Company Secretary ICSI Membership No:29783

Place: Noida Date: 14th August, 2025

Annexure

Necessary information as required to be provided under the Secretarial Standard - in respect of Directors being appointed forms part of this Notice.

| Name of Director | Shri Mukesh Manglik | Shri Sanjeev Jain | Ms. Bindu Saxena |
|--|---|--|--|
| Date of Birth and Age | 16-09-1951 (aged 74 years) | 23-01-1968; (aged 57 years) | 20-05-1958; (aged 67 years) |
| Date of first appointment on the Board | 21st January, 2020 | 14 th November, 2024 | 14 th November, 2024 |
| Directors Identification Number | 07001509 | 00023409 | 00167802 |
| Qualification | He holds a Bachelor's Degree in Electrical Engineering from Veermata Jijabai Technological Institute, Mumbai. | B. Com (Hons.) from Shri Ram College of Commerce, Delhi University. He is also a law graduate from Delhi University and is a Fellow Member of The Institute of Chartered Accountants of India. | She completed her Bachelor's in Commerce and Bachelor's in Law from Lucknow University. |
| Experience/ Expertise in Specific Functional Area | He has over four decades of expertise in the design and development of power electronics and process controls, including more than two decades of years in the wind sector. He has extensive knowledge of wind turbine generator engineering, operations, maintenance and commissioning. He has been associated with the Inox Group since 2008 and is heading the Engineering and Product Development Department. He is also on the Boards of various INOXGFL Group companies. | He has over two decades of experience as a practicing Chartered Accountant and specializes in taxation laws, accounts, auditing, finance, corporate governance etc. | Ms. Bindu Saxena is a practicing advocate and is a partner of the Law firm M/s. Swarup & Company, New Delhi and has over three decades of experience as corporate attorney with experience of commercial transactions and projects in India and overseas |
| Directorship held in other | Listed: | Listed: | Listed: |
| Companies | Inox Wind LimitedInox Green Energy Services Limited | Inox Wind Limited Inox Green Energy Services Limited | • Inox Green Energy Services Limited |
| | Unlisted: | <u>Unlisted:</u> Ashok Vihar Club | <u>Unlisted</u>:Inox Clean Energy LimitedNectar Enterprises Private |
| | Vibhav Energy Private Limited Tempest Wind Energy Private Limited Flurry Wind Energy Private Limited Suswind Power Private Limited Ripudaman Uria Private | He has not resigned from any listed entity during the last 3 years. | Limited • Vis Legis Consult Private Limited • Dev Valley Devcon Private Limited She resigned from Indag Rubber Limited and Eros International Media Limited |
| | Ripudaman Urja Private Limited Marut-Shakti Energy India Limited RBRK Investments Limited | | during the last 3 financial years. |
| Membership / Chairmanship of other Companies | Inox Green Energy Services Limited: • Audit Committee, Member • Corporate Social Responsibility Committee, | Inox Green Energy Services Limited: • Audit Committee, Member • Nomination and Remuneration Committee, | Inox Green Energy Services Limited: • Audit Committee, Member Inox Clean Energy |

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|---|--|---|---|
| | Chairman Business Responsibility and Sustainability Committee, Member Inox Wind Limited: Business Responsibility and Sustainability Committee, Member Nomination and Remuneration Committee, Member | Member Inox Wind Limited: • Audit Committee, Chairman • Stakeholders Relationship Committee, Chairman • Nomination and Remuneration Committee, Member • Corporate Responsibility Committee, Member | Limited: Audit Committee, Chairperson Nomination and Remuneration Committee, Chairperson Stakeholders Relationship Committee, member Risk Management Committee, Member IGREL Mahidad Limited: Audit Committee, Member |
| | | | Audit Committee, Member Nomination and Remuneration Committee, Member |
| The Number of Meeting of the Board attended during the financial year 2024-25 | 12 out of 13 entitled Board Meetings held during the Financial Year 2024-25 | 1 out of 1 entitled Board Meetings held during the Financial Year 2024-25 | 1 out of 1 entitled Board Meetings held during the Financial Year 2024-25 |
| Remuneration last drawn | NA | NA | NA |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | There is no inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company. | There is no inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company. | There is no inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company. |
| Shareholding in the Company | 10 equity shares as Nominee of Inox Wind Limited | Nil | Nil |
| Terms & Conditions of appointment/re-appointment along with details of remuneration sought to be paid | Re-appointment as a Director, liable to retire by rotation. | Independent Directors are entitled to sitting fees and reimbursement of expenses as per Company policy; no commission is payable. | Independent Directors are entitled to sitting fees and reimbursement of expenses as per Company policy; no commission is payable. |

Inox Renewable Solutions Limited

(formerly known as Resco Global Wind Services Private Limited)

CIN: U40106GJ2020PLC112187
Registered Office: 301, ABS Towers, Old Padra Road, Vadodara 390007, Gujarat
Telephone: 0265-6198111, Fax: 0265-2310312
Email id: investors.iwl@inoxwind.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

5th Annual General Meeting – 19th September, 2025

| Name of the Member(s) | : | | | | | | | | |
|---------------------------------|---|------|-----|------------|-------|--|--|------|--|
| | | | | | | | | | |
| Registered Address | : | | | | | | | | |
| E-mail ID | : | | | | | | | | |
| Folio No./ Client ID | : | | | | | | | | |
| DP ID | : | | | | | | | | |
| Company, hereby appoir Name: | | | E-m | | | | | | |
| Address: | | | | | | | | | |
| | | | | | | | | | |
| Or failing him/ her | | | | | | | | | |
| Name: | | | | -mai D: | | | | | |
| Address: | | | | | | | | | |
| | | | | | | | | | |
| Or failing him/ her | | | | | | | | | |
| Name: | | | | -mai D: | | | | | |
| Address: | | | | | | | | | |
| | | | | Signa | ature | | | | |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 5th Annual General Meeting of the Company, to be held on Friday, the 19th September, 2025 at 11:00 A.M. at Registered Office of the Company situated at 301, ABS Towers, Old Padra Road, Vadodara-390007, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below.

| Resolution | Resolution | | Vote (Optional see | | | |
|--------------|---|--|--------------------|----------|---|--|
| Number | | Note 2) (Please mention no. of shares) | | | | |
| | | | For | Against | Abstain | |
| Ordinary Bu | siness: | | | <u> </u> | <u>I</u> | |
| 1. | Adoption of the Audited Standalone & Consolid Statements of the Company for the Financial Y March, 2025, the reports of the Board of Auditors thereon (Ordinary Resolution) | ear ended 31st | | | | |
| 2. | Appointment of Director in place of Shri Mu Director, who retires by rotation and being eligil himself for re-appointment (Ordinary Resolution | ole has offered | | | | |
| Special Busi | ness: | l | | | l . | |
| 3. | Appointment of Shri Sanjeev Jain as an Independent of the Company (Ordinary Resolution) | ndent Director | | | | |
| 4. | Appointment of Ms. Bindu Saxena as an Independent of the Company (Ordinary Resolution) | ndent Director | | | | |
| 5. | Ratification of payment of remuneration pay Auditors of the Company for the Financial Year March, 2026 | | | | | |
| Signed this | day of2025. | | | | Affix a | |
| | | | | S | Revenue Stamp not less han Re. 1 | |
| Cianatura of | Charahaldar Sign | Signature of Provy Holder(s) | | | | |

Notes:

Signature of Shareholder

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Signature of Proxy Holder(s)

2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Inox Renewable Solutions Limited

(formerly known as Resco Global Wind Services Private Limited)

CIN: U40106GJ2020PLC112187

Registered Office: 301, ABS Towers, Old Padra Road, Vadodara 390007, Gujarat
Telephone: 0265-6198111, Fax: 0265-2310312

Email id: investors.iwl@inoxwind.com

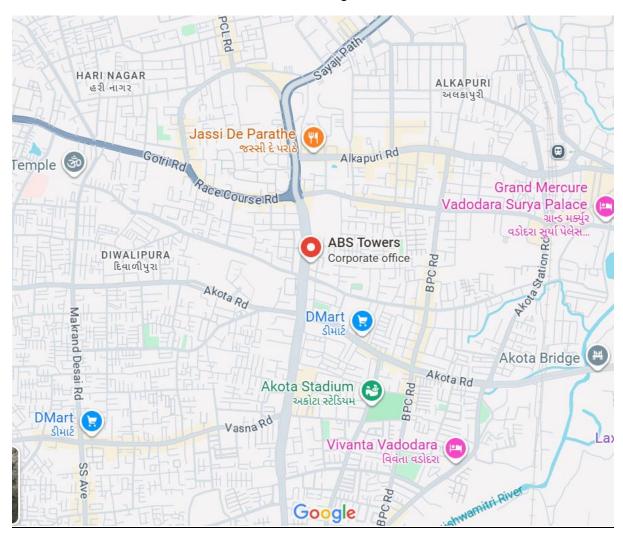
ATTENDANCE SLIP

5th Annual General Meeting: Friday, 19th September, 2025 at 11.00 A.M.

| Regd. Folio Noheld | _/DP ID | Client ID/Ben. A/C | No.of shares |
|-------------------------|---------------------------------|---|-----------------------------------|
| hereby record my presen | nce at the 5 th Annu | roxy for the registered Sharehold nal General Meeting of the Con wers, Old Padra Road, Vadodara | npany on Friday, 19 th |
| Member's/Proxy's name i | n Block Letters | Member's/Proxy's | s Signature |

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route Map



301, ABS Towers, Old Padra Road, Vadodara 390007, Gujarat