Indian Renewable Energy Development Agency Limited

Registered Office: 1st Floor, Core-4A, East Court, India Habitat Centre, Lodhi Road, New Delhi-110003
CIN: L65100DL1987GOI027265, Website: www.ireda.in , Email: equityinvestor2023@ireda.in
Phone: +91-11-24682206-19, Fax No: +91-11-24682202

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ("AGM") of members of Indian Renewable Energy Development Agency Limited **("the Company")** will be held on **Tuesday, September 29, 2026 at 12:30 PM (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, along with the reports of the Board of Directors, Auditors and the Comments of the Comptroller & Auditor General of India thereon.**

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

   "**RESOLVED THAT** the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, along with the reports of the Board of Directors, Auditors and the Comments of the Comptroller & Auditor General of India thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. **To confirm the Interim Dividend declared and paid for the financial year 2025-26 and to declare the Final Dividend for the financial year 2025-26.**

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

   "**RESOLVED THAT** the interim dividend @6% (₹0.60 per equity share of ₹10/- each) declared and paid for the financial year 2025-26 be and is hereby confirmed; and the final dividend @7.50% (₹0.75 per equity share of ₹10/- each), as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year 2025-26."

3. **To appoint a Director in place of Shri Padam Lal Negi (DIN: 10041387), Director (Government Nominee), who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company, Shri Padam Lal Negi (DIN: 10041387), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. **To authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors as appointed by the Comptroller and Auditor General of India for the financial year 2026-27.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139(5), 142 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to fix the remuneration of Statutory Auditors of the Company, as appointed by the Comptroller and Auditor General of India for the financial year 2026-27."

SPECIAL BUSINESS:

5. **To appoint Shri Javvadi Venkata Naga Subramanyam (DIN: 07935156) as a Director (Government Nominee) of the Company.**

   To consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 74 of Articles of Association of the Company, Shri Javvadi Venkata Naga Subramanyam (DIN: 07935156), Joint Secretary, MNRE, was appointed as Director (Government Nominee) by the President of India vide Ministry of New and Renewable Energy (MNRE) Order no. 340/85/2017-IREDA dated July 23, 2026 till the posts of 03 (Three) Functional Directors are filled up or until further orders, whichever is earlier, and who was subsequently appointed by the Board of Directors, as an Additional Director (Government Nominee) w.e.f. July 24, 2026, be and is hereby appointed as Director (Government Nominee) of the Company, liable to retire by rotation, on the terms & conditions as determined by the Government of India from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution."

6. To appoint Shri Manoneet Dalal (DIN: 10059661) as Non-Official Director (Independent Director) of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013, Regulation 17(1C), 25 (2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Article 74 and 74A of Articles of Association of the Company and in terms of Order No. 340-11/1/2018-IREDA-Part(1) dated August 18, 2026 issued by the Ministry of New and Renewable Energy, Shri Manoneet Dalal (DIN: 10059661), was appointed by the Board of Directors as an Additional Non-Official Director (Independent Director) of the Company w.e.f. August 18, 2026 to hold office till the date of this Annual General Meeting, be and is hereby appointed as Non-Official Director (Independent Director) of the Company, not liable to retire by rotation, for a period of 03 (Three) years w.e.f. August 18, 2026 or until further orders, whichever is earlier, on the terms & conditions including tenure as determined by the Government of India from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution."

7. To ratify the remuneration of the Cost Auditor for the Financial Year 2026-27.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹62,000/- (Rupees Sixty Two Thousand only) inclusive of taxes, payable to M/s R.M. Bansal & Co., Cost Accountants (Firm Registration Number: 000022), Cost Auditor of the Company for the financial year 2026-27, as approved by the Board of Directors of the Company, be and is hereby confirmed and ratified".

By Order of the Board of Directors
For Indian Renewable Energy Development Agency Limited

Sd/-
Ekta Madan
Company Secretary

Place: New Delhi
Date: September 02, 2026

NOTES:-

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the special businesses to be transacted at the Annual General Meeting is annexed hereto.
2. The relevant details, pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM is also annexed.
3. Pursuant to Section 139(5) of the Act, the Statutory Auditors of the Government Company are appointed/ re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 142 of the Act, the remuneration shall be fixed by the Company at the Annual General Meeting or in such manner as the Company at Annual General Meeting may determine. The members may authorise the Board to fix an appropriate remuneration of Statutory Auditors to be appointed by C&AG for the financial year 2026-27 as may be deemed fit by the Board
4. In view of the MCA Circular dated September 22, 2025 read with Circulars dated May 5, 2020, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular dated October 3, 2024 and other notification(s) in force, the 39th AGM

of the Company is being conducted through VC/ OAVM facility, without physical presence of members at a common venue. The deemed venue for the 39th AGM shall be the Registered Office of the Company.

5. In terms of the MCA and SEBI Circular(s) as mentioned above, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. As the meeting is held through VC/ OAVM, the facility for appointment of proxy to attend and cast vote on behalf of the member is not available. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Member may be appointed for the purpose of casting vote through remote e-voting prior to the AGM, participation in the 39th AGM through VC/ OAVM facility and for e-voting during the AGM.

6. In line with the Circulars of MCA & SEBI, the Notice of the 39th AGM along with Annual Report is being sent by e-mail to all those members, whose e-mail IDs are registered with the Company/ Depository as on **August 28, 2026.** Further, a letter providing a weblink for accessing the Notice and Annual Report for FY 2025-26 is being sent to those shareholders who have not registered their email address. Annual Report including Notice are also available on the website of the Company at https://www.ireda.in/IredaWebPortal/investors/annual-reports and on the website of National Stock Exchange of India Limited (NSE) at www.nseindia.com and BSE Limited (BSE) at www.bseindia.com and also on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("RTA") at https://instavote.linkintime.co.in.

7. Attendance of the Members participating in the 39th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

9. Institutional/ Corporate Shareholders (i.e., other than individuals/ Hindu Undivided Family, Non-Resident Individuals etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation etc., authorising its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting/ e-voting. The said resolution/ authorisation shall be sent to the Company's RTA by email at insta.vote@linkintime.co.in.

10. The Company has fixed **Tuesday, September 22, 2026** as the Cut-off date for determining the eligibility to vote on item(s) of business to be transacted at the 39th AGM as detailed in notice. Any person who acquires shares of the Company and becomes a member of the Company after sending the Notice and is holding shares as on the cut-off date, may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com. Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only.

11. M/s P. C. Jain & Co., Company Secretaries (Mr. P.C Jain, Managing Partner, FCS - 4103, COP No. 3349), Secretarial Auditor of the Company has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of businesses to be transacted at the 39th AGM, in a fair and transparent manner.

12. In compliance with provisions of MCA & SEBI Circulars referred above in the Notice, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. Those shareholders who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM.

13. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("MUFG") will be providing the facility for remote e-voting, participation in the 39th AGM through VC/ OAVM and voting during the 39th AGM through electronic voting system. The remote e-voting period begins on **Saturday, September 26, 2026 at 09:00 AM** and ends on **Monday, September 28, 2026 at 05:00 PM.** The remote e-Voting module shall be disabled by MUFG for voting thereafter.

14. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM through VC/ OAVM but shall not be entitled to cast their votes again.

15. Members may join the 39th AGM through VC/ OAVM on September 29, 2026 from 12:15 P.M. (IST), i.e. 15 minutes before the scheduled start time and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled start time, i.e., by 01:00 PM on date of AGM.

    Please refer to detailed instructions for remote e-voting, attending the 39th AGM through VC/ OAVM and electronic voting during the AGM, annexed to this Notice.

16. Statutory registers as prescribed under the Companies Act, 2013 and all documents referred to in the notice, will be available for inspection through electronic mode, without any fee, by the members from the date of circulation of this Notice, up to the date of AGM, i.e., September 29, 2026. Members

desiring for inspection of said documents are requested to send an e-mail to the Company at equityinvestor2023@ireda.in. Inspection time shall be provided when it is mutually suitable.

17. The Members holding shares in electronic form are requested to update PAN, Address with PIN, e-mail mobile number, bank account details and nomination with their Depository Participants (DPs) with whom they are maintaining their demat accounts.

18. Members having any question or query related to any agenda/ business of the AGM or would like to express their views or ask questions during the AGM, may register themselves as speaker by sending email to the Company Secretary on the Company's investor email-id, i.e. equityinvestor2023@ireda.in at least 7 (Seven) days prior to the date of meeting i.e., by September 22, 2026 from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number. Request given on other email IDs will not be considered. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions, number of speakers and their sequence depending on the availability of time for smooth conduct of the AGM. Please note that the Members' questions will be answered only if they continue to hold the Equity Shares as on September 22, 2026, i.e., the cut-off date for e-voting.

19. The Members can join the 39th AGM via VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 39th AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 39th AGM without restriction on account of first come first served basis.

20. The Scrutinizer shall after the conclusion of the e-voting at the AGM, unblock the votes cast through remote e-voting/ voting and make, not later than 2 (Two) working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing, who shall countersign the same.

21. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, shall be placed on the website of the Company at www.ireda.in and on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and MUFG Intime India Private Limited at https://instavote.linkintime.co.in immediately after the declaration of result by the Chairman or any person authorized by him in writing. Further, the resolution(s), if passed by shareholders, shall be deemed to be passed at the 39th AGM.

22. **DIVIDEND AND TDS ON DIVIDEND:** The Board of Directors of your Company has recommended the final dividend @7.50% (₹0.75 per equity share of ₹10/- each) for the FY 2025-26 for approval of the members at the AGM. On approval/ declaration at the AGM, payment of dividend will be made within the statutory period of 30 (Thirty) days from the date of approval, subject to deduction of tax at source, to the eligible members, whose names appear as beneficial owner/ member as at the end of the business hours on **Friday, September 11, 2026**, being the record date. This is in addition to the interim dividend @6% (₹0.60 per equity share of ₹10/- each), already declared and paid for the FY 2025-26.

    Members may further note that as per provisions of Income Tax Act, 2025 (Act) read with relevant rules, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) at the time of making payment of dividend, at the rates prescribed in the Act. However, in case a shareholder wants that his/ her/ its tax should be deducted at lower rates, or no tax should be deducted in accordance with Income Tax Act, 2025, then he/ she/ it should submit scanned copy of requisite documents **on or before September 11, 2026** at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html

    It is also informed that no communication regarding the tax determination/ deduction of tax at lower rates shall be entertained after September 11, 2026. Further, incomplete documents and/ or documents submitted through any mode other than the prescribed mode shall not be considered.

    Further, it is pertinent to mention that pursuant to the recent amendments in the SEBI (LODR) Regulations, 2015 , the dividend payment shall be made exclusively through electronic mode. The provision for remittance of dividend via physical instruments such as cheques or warrants has been discontinued. In view of the same, members are therefore requested to approach their respective Depository Participant (DP) to register or update their bank account details in their demat account, in accordance with the procedure prescribed by the DP, to facilitate smooth and timely credit of dividend. Details regarding taxation of dividend is also be available on the website of the Company at www.ireda.in/IredaWebPortal/investors/dividend under the 'Investors Tab'.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following statement sets out the material facts relating to the Special Businesses mentioned in the Notice.

Item No. 5

IREDA is a Government Company and as per Article 74 of Articles of Association of the Company, the President of India acting through the administrative ministry, i.e., Ministry of New and Renewable Energy ("MNRE") has the power to appoint Director(s) in the Company. In exercise of these powers, Shri Javvadi Venkata Naga Subramanyam (DIN: 07935156) Joint Secretary, MNRE, was appointed as Director (Government Nominee), by MNRE vide its Order no. 340/85/2017-IREDA dated July 23, 2026 till the posts of 03 (Three) Functional Directors are filled up or until further orders, whichever is earlier, and who was subsequently appointed by the Board of Directors, as an Additional Director (Government Nominee) on the Board of the Company w.e.f. July 24, 2026, to hold office up to the date of this AGM.

In accordance with the proviso of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

In terms of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and all the applicable provisions of SEBI (LODR) Regulations, the Company has received consent and requisite declarations & undertakings from Shri J.V.N Subramanyam. As per the declarations/ undertakings received, he is not disqualified from being appointed as Director in terms of provision of Section 164 of the Act and also not debarred by SEBI or any other authority from being appointed as a Director. The Nomination and Remuneration Committee of the Company was not in existence at the time of his appointment, due to non-availability of Independent Directors. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Act in respect of his appointment as Director of the Company. The terms & conditions of his appointment are as per MNRE Order dated July 23, 2026, and/ or any further order issued by Government of India. Government Nominee Directors are not entitled to sitting fees for attending the Board and Committee meetings.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars is part of this Notice.

Except Shri J.V.N Subramanyam, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution, other than the extent of their holding in the securities of the Company, if any.

The Board of Directors recommends the passing of the Resolutions contained at **Item No. 5** of the notice, as Ordinary Resolution, for approval of the Members of the Company.

Item No. 6

IREDA is a Government Company and as per Article 74 of the Articles of Association, the President of India acting through the administrative ministry i.e., Ministry of New and Renewable Energy ("MNRE") has the power to appoint Director(s) in the Company. In exercise of these powers, MNRE vide its Order No. 340-11/1/2018-IREDA-Part(1) dated August 18, 2026 has appointed Shri Manoneet Dalal as an Independent Director on the Board of IREDA for a period of 03 (Three) years with effect from August 18, 2026 or until further order, whichever is earlier. The Board of Directors of the Company has appointed Shri Manoneet Dalal, as an Additional Non-Official Director (Independent Director), w.e.f. August 18, 2026 for a period of 03 (Three) years, to hold office till this AGM.

In accordance with the proviso of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015) ("SEBI (LODR) Regulations"), a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting. Further, in accordance with the Regulation 25(2A) of SEBI (LODR) Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of the shareholders by way of Special Resolution.

In terms of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and all the applicable provisions of SEBI (LODR) Regulations, the Company has received consents and requisite declarations & undertakings from Shri Manoneet Dalal. As per the declarations/ undertakings received, he is not disqualified from being appointed as Director in terms of provision of Section 164 of the Act and also not debarred by SEBI or any other authority from being appointed as a Director. In the opinion of the Board, Shri Manoneet Dalal fulfils all the conditions of his appointment as Director, applicable on Government Companies, as specified in the Act. The Nomination and Remuneration Committee of the Company was not in existence at the time of his appointment, due to non-availability of Independent Directors. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Act in respect of his appointment as Director of the Company. The terms & conditions of the appointment of Shri Manoneet Dalal are as per MNRE Order dated August 18, 2026, and/ or any further order issued by Government of India. The Independent Directors are entitled to sitting fees for attending the Board and Committee meetings as approved by the Board within the limits prescribed under the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars is part of this Notice.

Except Shri Manoneet Dalal, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Special Resolution, other than the extent of their holding in the securities of the Company, if any.

The Board of Directors recommends the passing of the Resolutions contained at **Item No. 6** of the notice, as Special Resolution, for approval of the Members of the Company.

Item No. 7

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Shareholders. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the cost auditor is required to approve the remuneration payable to them and the remuneration so approved by the Board shall be ratified by the Shareholders.

The Audit Committee was not in existence at the time of appoinment of Auditor, due to non-availability of Independent Directors. The Board of Directors has appointed M/s R.M. Bansal & Co., Cost Accountants (Firm Registration Number: 000022), as Cost Auditor of the Company for the FY 2026-27 at a remuneration of ₹62,000/- (Rupees Sixty Two Thousand only) (inclusive of taxes). The ratification of the shareholders is sought by passing an Ordinary Resolution as set out in the notice.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said resolution, other than the extent of their holding in the securities of the Company, if any.

The Board of Directors recommends the passing of the Resolution contained at **Item No. 7** of the notice for approval of the Members of the Company.

By Order of the Board of Directors
For Indian Renewable Energy Development Agency Limited

Sd/-
Ekta Madan
Company Secretary

Place: New Delhi
Date: September 02, 2026

Details of the Director seeking Appointment/ Re-appointment at 39th AGM under Item No. 3, 5 & 6 in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 are as follows:

Name of Director	Shri Padam Lal Negi	Shri Javvadi Venkata Naga Subramanyam	Shri Manoneet Dalal
DIN	10041387	07935156	10059661
Date of Birth/ Age	November 22, 1966 (59 years)	February 16, 1980 (46 years)	August 17, 1979 (47 years)
Date of first appointment on the Board	February 07, 2023	July 24, 2026	August 18, 2026
Qualification(s)	Bachelor's Degree in Arts and Masters' Degrees in Political Science and Sociology from Panjab University	Indian Administrative Service (IAS) Officer, Chartered Accountant & Cost Accountant (All India First Rank) and holds a Bachelor's Degree in Commerce and Masters in Public Policy (MPP), along with the Chevening Gurukul Fellowship in Leadership from King's College London.	LL.M. from National Law School of India University (NLSIU), Bengaluru and B.A. LL.B. (Hons) from Kurukshetra University, Kurukshetra.
Brief Resume	Shri Padam Lal Negi is a Government Nominee Director of the Company. He is currently, Joint Secretary and Financial Adviser in the Ministry of Civil Aviation with the additional charge of Joint Secretary and Financial Adviser of Ministry of New and Renewable Energy, Government of India. He holds a Bachelor's Degree in Arts and Master's Degrees in Political Science and Sociology from Panjab University. He has over 33 years of experience in administration. He joined in the Government of India as an Indian Defence Accounts Service Officer of 1992 Batch in the Defence Accounts Department, Ministry of Defence, Government of India. Prior to holding this position, he worked as the Integrated Financial Adviser (Border Roads) of Ministry of Defence,	Shri J.V.N. Subramanyam is a Government Nominee Director of the Company. He is a senior Indian Administrative Service (IAS) officer with over 18 years of experience across Central and State Governments in renewable energy, public financial management, industrial and infrastructure promotion, health systems, and governance reforms. He presently serves as Joint Secretary, MNRE, Government of India, contributing to India's renewable energy agenda. Prior to his current role, he served as Director, Department of Economic Affairs, Ministry of Finance, handling financial market policy and international economic engagements. He has also held key State-level leadership roles, including Vice Chairman & Managing Director,	Shri Manoneet Dalal is Non-Official Director (Independent Director) of the Company. He is a legal and financial professional with over 20 years of experience in taxation, financial consulting, legal advisory, public administration and technology. He holds an LL.M. from National Law School of India University (NLSIU), Bengaluru and a B.A., LL.B. (Hons.) from Kurukshetra University. He is also a Director of Hexa Advisors Limited, a specialised advisory firm focused on financial modelling, valuation and cross-border transaction advisory. He has previously held senior positions with Deloitte Haskins & Sells; and Ernst & Young. He has contributed to public policy research and has authored books & research papers on taxation and international trade law.

	Government of India. He has also held various important assignments as Director in the Ministry of Social Justice & Empowerment, Government of India and also as Integrated Financial Adviser of the Andaman and Nicobar Command, among others. Further, he is a nominee Director in AI Assets Holding Limited, AI Airport Services Limited, AI Engineering Services Limited, Pawan Hans Limited, Solar Energy Corporation of India Limited and Airport Authority of India.	Andhra Pradesh Industrial Infrastructure Development Corporation (APIIC); Commissioner of Industries; CEO, AP Economic Development Board; Mission Director, National Health Mission, Assam; and Deputy Commissioner & District Magistrate, Goalpara, Assam. He has received several national and State-level awards for excellence in public service, innovation, governance, and Government of India awards for best practices and innovation in public health outcomes, multiple Chief Minister's Awards for Excellence in Public Service and Public Administration, and the Kayakalp Award for strengthening district-level health institutions.	
Nature of expertise in specific functional areas	Shri Padam Lal Negi brings 33 years of expertise in Financial Management, Project appraisal, leadership and social area etc.	Shri J. V. N. Subramanyam brings 18 years of expertise in Professional Certification/ Experience in Accounting, Financial Management, Power Sector Domain, Project Appraisal, Legal Advisor, Corporate Planning & Strategy, Social Concern and Leadership	Shri Manoneet Dalal brings 20 years of expertise in Professional Certification/ Experience in Accounting, Financial Management, Power Sector Domain, Project Appraisal, Legal Advisor, Corporate Planning & Strategy, Risk Management, Leadership, Environmental Concern, Social Concern, Board Practices & Governance and Business Development.
Disclosure of relationships between directors inter-se	No inter-se relationship with any other Director of the Company.	No inter-se relationship with any other Director of the Company.	No inter-se relationship with any other Director of the Company.
Directorship in other companies	1. AI Assets Holding Limited 2. AI Airport Services Limited 3. AI Engineering Services Limited 4. Pawan Hans Limited 5. Solar Energy Corporation of India Limited 6. Airport Authority of India.	NIL	Hexa Advisors Limited

Names of other entities in which the person is Member/ Chairman of Committees*	Chairman of Audit Committee in following companies: 1. AI Assets Holding Limited 2. AI Airport Services Limited 3. AI Engineering Services Limited 4. Pawan Hans Limited	NIL	NIL
Directorship and the Membership of Committees* of the Board held in Listed Entities	IREDA Limited: • Audit Committee (Member) • Stakeholders' Relationship Committee (Member)	IREDA Limited: • Audit Committee (Member)	IREDA Limited: • Audit Committee (Chairperson) • Stakeholders' Relationship Committee (Chairperson)
Terms & Conditions of appointment and remuneration paid/ to be paid	As per Order of Government of India	As per Order of Government of India	As per Order of Government of India
Number of Board meeting attended during the FY 26	26	NA	NA
Number of Committee meetings attended during the FY 26	19	NA	NA
Details of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Shareholding	NIL	NIL	NIL

**In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, membership of the Audit Committee and Stakeholders' Relationship Committee have only been taken into consideration.*

38th Annual General Meeting of IREDA held on August 07, 2025

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

The remote e-Voting period begins on Saturday, September 26, 2026 at 09:00 A.M (IST) and ends on Monday, September 28, 2026 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 22, 2026, are entitled to cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

Shareholders are advised to update/ or mention their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

A. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

Method 1 - Individual Shareholders using NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

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

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

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

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

OR

Shareholders who have not registered for NSDL IDeAS facility:

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

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

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

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

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

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

Google Play App Store

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

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

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

c) Enter User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

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

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

METHOD 3 - NSDL OTP based login

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

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

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

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

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

B. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on "Login" and select "My Easi New (Token)".

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

d) Post successful authentication, user will be able to see e-Voting option. The e-Voting option will have links of e-Voting service providers i.e., MUFG InTime.

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

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

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

b) Proceed with updating the required fields.

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

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

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

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

b) Go to e-Voting tab.

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

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

e) Post successful authentication, user will be able to see e-Voting option. The e-Voting option will have links of e-Voting service providers i.e., MUFG InTime.

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

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

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

a) Login to DP website.

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

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

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

LOGIN METHOD FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

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

Shareholders who have not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in

b) Click on **"Sign Up"** under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company. *

*Shareholders holding shares in NSDL form, shall provide 'Point D' above.

Shareholders, holding shares in CDSL form, shall provide 'point C' or 'point D' above

c) Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

d) Enter Image Verification (CAPTCHA) Code.

e) Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in

b) Click on **"Login"** under 'SHARE HOLDER' tab.

- User ID: Enter your User ID
- Password: Enter your Password
- Enter Image Verification (CAPTCHA) Code
- Click "Submit"

(Home page of e-Voting will open. Follow the process given under "Steps to cast vote for Resolutions")

c) Cast your vote electronically:

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

- Select 'View' icon. E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ MUTUAL FUND")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

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

c) Fill up your entity details and submit the form.

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

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

STEP 2 – Investor Mapping

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

b) Click on "Investor Mapping" tab under the Menu Section.

c) Map the Investor with the following details:

- 'Investor ID' –
  - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
  - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- 'Investor's Name - Enter Investor's Name as updated with DP.
- 'Investor PAN' - Enter your 10-digit PAN.
- 'Power of Attorney' - Attach Board resolution or Power of Attorney.*

  *File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by any of the following methods, during the remote e-Voting period:

METHOD 1 - Votes Entry

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

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

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

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

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

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

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

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

OR

Method 2 - Votes Upload

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

b) After successful login, you will be able to see the "Notification for e-Voting".

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

d) E-Voting page will appear.

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

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

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

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

HELPDESK:

Non-Individual Shareholders holding securities in demat mode:

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

FORGOT PASSWORD

Non-Individual Shareholders holding securities in demat mode:

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

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

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

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

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

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM

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

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

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

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

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

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

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

d) Click "Go to Meeting"

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

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

a) Shareholders who would like to speak during the meeting must register their request with the Company.

b) Shareholders will get confirmation depending upon the provision made by the Company.

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

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

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

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

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

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

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

c) Click on 'Submit'.

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

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

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

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

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

Information at a Glance

S. No.	Particulars	Details
1	Date and Time of AGM	Tuesday, September 29, 2026 at 12:30 PM (IST)
2	Mode of conduct	Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")
3	Cut-off date for sending Notice of AGM	Friday, August 28, 2026
4	Record date for Final Dividend	Friday, September 11, 2026
5	Cut-off date to determine eligibility for remote e-voting/ e-voting	Tuesday, September 22, 2026
6	E-voting start date and time	Saturday, September 26, 2026 at 09:00 AM
7	E-voting end date and time	Monday, September 28, 2026 at 05:00 PM
8	Payment date for Final Dividend	Within 30 (Thirty) days of Declaration
9	Updation of KYC details	Get your KYC details (such as PAN, Bank Details, Phone No., e-mail ID, etc.) updated with your Depository Participant and provide self-attested copy of updated Client Master List ("CML"), duly certified by your DP, via email to our Registrar and Transfer Agent, MUFG Intime India Pvt. Ltd. at investor.helpdesk@in.mpms.mufg.com. Updating KYC details ensures that you receive all communications/ intimations, and dividend payments, if any, declared by the Company from time to time.
10	Submission of TDS exemption forms on or before Friday, September 11, 2026 https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html	

****