

भारतीय अक्षय ऊर्जा विकास संस्था लिमिटेड
(भारत सरकार का प्रतिष्ठान)
Indian Renewable Energy Development Agency Limited
(A Government of India Enterprise)

कॉर्पोरेट कार्यालय : तीसरी मंजिल, अगस्त क्रान्ति भवन, भीकाजी कामा प्लेस, नई दिल्ली-110066 भारत
Corporate Office : 3rd Floor, August Kranti Bhawan, Bhikaiji Cama Place, New Delhi-110066 INDIA
दूरभाष / Phone : +91-11-26717400-12 फ़ैक्स : +91-11-26717416 ई-मेल / E-mail : cmd@ireda.in
वेबसाइट / Website : www.ireda.in CIN : U65100DL1987GOI027265

Ref No: CACS/Sectt./efile 4571

September 30, 2023

To,

बीएसई लिमिटेड,

पहली मंजिल, फ़िरोज जीजीभॉय टावर्स,

दलाल स्ट्रीट,

काला घोड़ा, फ़ोर्ट,

मुंबई - 400001

BSE Limited

1st Floor, Phiroze Jeejeebhoy Towers,

Dalal Street,

Kala Ghoda, Fort,

Mumbai – 400051

एनएसई लिमिटेड,

एक्सचेंज प्लाजा, पांचवीं मंजिल,

प्लॉट नंबर सी/1, जी ब्लॉक,

बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (ई),

मुंबई - 400051

NSE Limited,

Exchange Plaza, 5th Floor,

Plot No. C/1, G Block,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400001

Subject: Notice of the 20th Extra Ordinary General Meeting (EGM) of Shareholders

Dear Sir,

This is to inform you that 20th Extra Ordinary General Meeting of IREDA's Shareholders is scheduled to be held on at shorter notice on **Saturday, September 30, 2023, at 2:30 P.M. at the Registered Office of the Company** at India Habitat Centre, Core 4 'A', East Court, 1st Floor, Lodhi Road, New Delhi - 110003 through hybrid mode i.e. Physical as well as Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the Special Business. In this regard, the Notice alongwith an explanatory statement is enclosed with the letter.

कृपया इसे अपने रिकॉर्ड में लें।

You are requested to please take the same on record.

धन्यवाद,

Thanking You,

भारतीय अक्षय ऊर्जा विकास संस्था लिमिटेड के लिए।

For Indian Renewable Energy Development Agency Limited

एकता मदान /Ekta Madan

कंपनी सचिव/ Company Secretary

अनुलग्नक: उपरोक्त के अनुसार।

Encl.: As above.

पंजीकृत कार्यालय : प्रथम तल, कोर-4ए, ईस्ट कोर्ट, भारत पर्यावास केन्द्र, लोदी रोड, नई दिल्ली-110003 भारत
Regd. Office : 1st Floor, Core-4A, East Court, India Habitat Centre, Lodhi Road, New Delhi-110003 INDIA
दूरभाष / Phone : +91-11-24682206-19 फ़ैक्स / Fax : +91-11-24682202

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भारतीय अक्षय ऊर्जा विकास संस्था लिमिटेड
(भारत सरकार का प्रतिष्ठान)
Indian Renewable Energy Development Agency Limited
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कॉर्पोरेट कार्यालय : तीसरी मंजिल, अगस्त क्रान्ति भवन, भीकाजी कामा प्लेस, नई दिल्ली-110066 भारत
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वेबसाइट / Website : www.ireda.in CIN : U65100DL1987GOI027265

NOTICE

NOTICE is hereby given that the 20th Extra Ordinary General Meeting (EGM) of members of Indian Renewable Energy Development Agency Limited (IREDA) will be held at shorter notice on **Saturday, September 30, 2023, at 2:30 P.M. at the Registered Office of the Company** at India Habitat Centre, Core 4 'A', East Court, 1st Floor, Lodhi Road, New Delhi - 110003 through hybrid mode i.e. Physical as well as Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Special Business:

1. AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), including rules framed thereunder and such other approval as may be required, if any, Articles of Association (AOA) of IREDA be and is hereby amended by insertion of new Article 74A and 74B after Article 74, as mention below:

Article 74A - Appointment of Additional Director(s)

Subject to the provision of The Act and approval of Administrative Ministry, the Board shall have the power to appoint any person, other than a person who fails to get appointed as a Director in a general meeting, as an additional Director on the Board provided that such additional Director shall hold Office only up to the date of next Annual General Meeting of the Company and shall then be eligible for reappointment by such General Meeting.

Article 74B - Appointment of Nominee Director(s)

Subject to the provisions of The Act and approval of Administrative Ministry, the Board shall have the power to appoint any person as a Director nominated, by any Debenture Trustee in pursuance of the provisions of any law for the time being in force or of any agreement, or by the Central Government by virtue of its shareholding in the Company.

The tenure and other terms and conditions for holding the Office of such Nominee Director/s so appointed shall be determined by the Nominating Authority subject to the provisions of the Act, other applicable extent laws/statutory Rules/Guidelines and these Articles."

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

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

Place: New Delhi
Date: 30.09.2023

(Ekta Madan)
Company Secretary
Membership No.A23391

Notes:

1. The Ministry of Corporate Affairs ("**MCA**") has vide its circulars, Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 21/2021 dated December 14, 2021 and General Circular no. 2/2022 & 3/2022 dated May 05, 2022, General Circular no. 09/2023 dated September 25, 2023 (collectively referred to as "**MCA Circulars**") and SEBI vide Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as "**SEBI Circulars**") permitted the holding of the Extra-ordinary General Meeting ("**EGM**") through VC / OAVM.
2. **A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.**
3. The facility of joining the EGM through VC/ OAVM for the members who wish to participate through VC/OAVM, will be opened 15 minutes before the scheduled start time of the EGM. The link for the EGM will be provided separately via email.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (**‘the Act’**) relating to the special business to be transacted at the Extra Ordinary General Meeting is annexed hereto.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Hence, members can attend and participate in the EGM physically or through VC/OAVM also.
6. The meeting has been convened by giving a shorter notice as required under the Act. The consent of the shareholders has been obtained.
7. All documents referred to in the accompanying Notice shall be available for inspection at the Registered Office of the Company.
8. Route Map is annexed to this notice.

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

The following statement sets out the material facts relating to the special business mentioned in the Notice.

ITEM NO. 1

AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

SEBI vide its notification dated 02.02.2023 has amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2023 by inserting new Regulation 23(6), which mandates companies to have a provision in their articles of association relating to the appointment of person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

It further provides that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023. Further, a new article w.r.t. appointment of additional director has been inserted as per section 161(1) of the Companies Act, 2013.

In view of this, the Board of Directors of IREDA in its meeting held on April 25, 2023, accorded approval for insertion of new articles 74A and 74B in the Articles of Association of the Company subject to the approval of the Administrative Ministry i.e. Ministry of New and Renewable Energy. The matter was further deliberated in the Board Meeting held on September 29, 2023. MNRE vide letter no. 340-12/2/2020-IREDA dated 29.09.2023 has accorded approval for the same.

The Board recommends the resolution at item no.1 of the notice for approval of the Members of the Company.

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 except Shri Ajay Yadav, Director (Govt. Nominee) who holds 100 equity shares of IREDA on behalf of President of India.

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

Place: New Delhi
Date: 30.09.2023

(Ekta Madan)
Company Secretary
Membership No. A23391

INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LTD.

(A Government of India Enterprise)

CIN: U65100DL1987GOI027265

Regd. Office : Core-4 'A', First Floor, East Court, India Habitat Centre, Lodhi Road, New Delhi-110003

Telephone: 011-24682206-19/ Fax:+91-11-24682202. Website: www.ireda.in Email: cmd@ireda.in

PROXY FORM

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

Name of the member (s) :
Registered address :
E-mail Id:
Folio No. and DP Id-Client Id:

I/We _____ being the member (s) of _____ Shares of the above named company, hereby appoint

1. Name : _____ E-mail id: _____
Address : _____ Signature: _____ or failing him
2. Name : _____ E-mail id : _____
Address : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Extra Ordinary General Meeting of the Company, to be held on Saturday, September 30, 2023 at 2:30 P.M. at Registered Office of the company at India Habitat Centre Core 4 'A', East Court, 1st Floor, Lodhi Road, New Delhi -110003 through hybrid mode i.e Physical as well as Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Subject	For	Against
SPECIAL BUSINESS:			
1.	AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY		

Signed this _____ day of _____, 2023.

Affix
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

NOTE: 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.

