

INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LIMITED

Registered office: 1st Floor, Core-4 'A' East Court, India Habitat Centre, Lodhi Road, New Delhi-110003, India

CIN: L65100DL1987GOI027265, Website: www.ireda.in Email: equityinvestor2023@ireda.in

Phone: +91-11-24682206-19, Fax No: +91-11-24682202

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

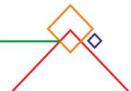
Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (the “**SS-2**”), each as amended and in accordance with the requirements / guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), for holding general meetings/conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively the “**MCA Circulars**”) and any other applicable laws and regulations (including any statutory modification(s) clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the special resolution (the “**Special Resolution**”) appended below is set out hereunder for seeking approval of Members of Indian Renewable Energy Development Agency Limited (“**Company**”) by means of postal ballot, only by way of voting through remote electronic voting (“**remote e-Voting**”) process.

The MCA vide its Circulars has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-Voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which doesn't require physical presence of members at a common venue. Accordingly, physical copy of this Postal Ballot Notice (the “**Notice**”) along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot in line with the exemption provided in the MCA Circulars.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with MCA Circulars and SS-2, the Company is providing remote e-Voting facility to all its Members to enable them to cast their votes electronically, instead of submitting the Postal Ballot Form physically. The Company has engaged the services of MUFG Intime India Private Limited (“**RTA**”) for providing remote e-Voting facility to all its Members. The instructions for remote e-Voting are appended to this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as



on **Friday, February 06, 2026** (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depository Participants / Depositories/the Registrar and Share Transfer Agent of the Company (“**RTA**”), as applicable, as on Cut-Off Date. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (“**FOR**”) and dissent (“**AGAINST**”) by following the procedure as stated in the ‘**Notes**’ section of this Notice for casting of votes by remote e-Voting.

The remote e-Voting facility will be available during the following period:

VOTING COMMENCED ON*	VOTING ENDS ON*
Friday, February 13, 2026 at 09:00 AM (IST)	Saturday, March 14, 2026 at 05:00 PM (IST)

**(both days inclusive)*

This Notice is also available on the website of the Company at www.ireda.in

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the Special Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Notice for your consideration and forms part of this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed M/s P.C. Jain & Co., Company Secretaries (Mr. P.C. Jain, Managing Partner, FCS-4103, COP No.-3349), as the Scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of total votes cast through remote e-Voting for Postal Ballot. The results of the voting for postal ballot will be announced within 2 working days from the conclusion of the e-Voting. The Scrutinizer’s decision on the validity of votes cast will be final. The results declared along with the Scrutinizer’s report will 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.

SPECIAL BUSINESS:

TO RAISE CAPITAL THROUGH AN ISSUANCE OF EQUITY SHARES

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013, including the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, (collectively, the “**Companies Act**”), and in accordance with the provisions of the memorandum of association and the articles of association of the Company (together, the “**Memorandum and Articles of Association**”), the relevant provisions of the Securities



and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the consolidated FDI policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**GOI**”), each as amended, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) where the equity shares of face value of ₹ 10 (Rupees Ten only) each of the Company (the “**Equity Shares**”) are listed, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars or clarifications if any, as may be applicable, as amended from time to time, issued by the Government of India, and such other statutes, clarifications issued by the GOI, the Ministry of New and Renewable Energy, Government of India (“**MNRE**”), the Ministry of Corporate Affairs (“**MCA**”), Department of Investment and Public Asset Management (“**DIPAM**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges, Registrar of Companies, Delhi and Haryana at New Delhi (“**ROC**”), and/or any other governmental/ regulatory/ statutory authorities in India or abroad, from time to time, under any applicable laws, and subject to all approval(s), consent(s), permission(s) and/or sanction(s) of any governmental/ regulatory/ statutory authorities, and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s), permission(s), consent(s) and/or sanction(s), consent, authority, the consent of the Members/ Shareholders of the Company be and is hereby accorded, to create, issue, offer and allot (including with provision for reservations on firm and/or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable laws) such number of Equity Shares, in accordance with applicable laws, in terms of the applicable regulations and as permitted under applicable laws, in such manner in consultation with the book running lead manager(s)/ placement agent(s) and/or other advisor(s) or otherwise, for an amount aggregating up to ₹ 2,994 Crore (Rupees Two Thousand Nine Hundred Ninety Four Crore only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) at such price as may be permissible under applicable laws by way of a qualified institutions placement (“**QIP**”), in one or more tranches, in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations and other applicable laws (the “**Issue**”) to such investors that may be permitted to invest in such issuance of Equity Shares, including eligible qualified institutional buyers as defined in the SEBI ICDR Regulations (the “**QIBs**”), as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally, through a preliminary placement document and placement document and on such terms and conditions, including the terms of the issuance, security and fixing of relevant date and at such price, whether at prevailing market price(s) or at a premium or discount to market price, as may be permitted under applicable laws and/or by the relevant governmental/ regulatory/ statutory authority, and in such manner, as may be deemed appropriate by the Board at its absolute discretion at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors in consultation with the book running lead managers/ placement agents appointed by the Company for such Issue.”

“**RESOLVED FURTHER THAT** pursuant to the above-mentioned resolution in relation to the Issue:

1. the Equity Shares proposed to be issued, offered and allotted shall be fully paid-up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, the SEBI ICDR Regulations and other applicable laws;

2. the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof and shall be subject to the requirements of all applicable laws and provisions of the Memorandum and Articles of Association of the Company;
3. the Equity Shares that may be issued by the Company pursuant to the Issue shall not dilute the shareholding of the President of India, acting through MNRE, in the Company by more than 3.76% of the post-issue paid-up Equity Share Capital of the Company;
4. a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations; and
5. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee.”

“RESOLVED FURTHER THAT in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of Equity Shares shall only be to QIBs as defined in the SEBI ICDR Regulations and shall be completed within a period of 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the SEBI ICDR Regulations from time to time. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the prior QIP made pursuant to one or more special resolutions.”

“RESOLVED FURTHER THAT subject to applicable laws, in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the Issue.”

“RESOLVED FURTHER THAT the Equity Shares shall not be eligible to be sold by the allottees for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time, and no single allottee shall be allotted more than fifty percent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT any issue of Equity Shares made by way of a QIP under Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”). Furthermore, the Board may, in its absolute discretion and in consultation with the book running lead managers, offer a discount of not more than 5% of the QIP Floor Price or such other percentage as may be permitted under applicable laws.”

“RESOLVED FURTHER THAT the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, if required.”

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

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on the stock exchange(s).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this issue and/or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds or matters that it, in its absolute discretion, deems necessary or desirable for such purpose, including without limitation, the terms and conditions for the issuance of Equity Shares, including the number of Equity Shares that may be offered in domestic and international markets and proportion thereof, Issue price and discounts permitted under applicable law, premium amount, if any, on the Issue of the Equity Shares, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with book running lead managers, legal advisors, escrow agent and others, and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements, including, but not limited to, the preliminary placement document and the placement document and filing such documents (in draft or final form) with any Indian regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the Issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and take all such steps, as may be required to give effect to the above resolution.”

“RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby severally authorized to intimate the above resolutions to the Stock Exchanges and making other statutory and/or regulatory filings, if any, on behalf of the Company.”

“RESOLVED FURTHER THAT all actions taken in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

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

**Place: New Delhi
Date: February 12, 2026**

**Sd/-
Ekta Madan
Company Secretary**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act (the “**Act**”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Secretarial Standard on General Meetings (“**SS-2**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), each as amended, setting out the material facts relating to the special business is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding remote e-Voting is being sent **ONLY** through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on **Friday, February 06, 2026** i.e., the Cut-Off Date, received from the Depositories and whose e-mail address is registered with the Company / Depository Participants / Depositories/RTA.

Members may please note that as per the exemption provided through MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot.

3. Only those Members whose names are appearing in the Register of Members/ Register of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants/RTA) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In terms of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to offer remote e-Voting facility (“**e-Voting**”) to all the Members of the Company to enable them to cast their votes electronically. The detailed instructions for remote e-Voting are provided as part of this Postal Ballot Notice.
5. The Company has engaged the services of MUFG Intime India Private Limited (“**RTA**”) for facilitating e-Voting to enable the members to cast their votes electronically (hereinafter referred to as the “**Remote e-Voting**”).
6. The Postal Ballot Notice will also be available on the Company’s website at www.ireda.in , website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>
7. A Member cannot exercise his/her vote by proxy on Postal Ballot. However, Institutional/Corporate Shareholders (i.e., other than individuals/ Hindu undivided family, non-resident individuals. etc.) shall be entitled to vote through their authorized representatives. Institutional / Corporate Shareholders are requested to send a scanned copy in pdf/ jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act,

through remote e-Voting. The said resolution/ authorization shall be sent to the Company's RTA by email at enotices@in.mpms.mufg.com

8. The e-Voting period commences at **09:00 AM (IST) on Friday, February 13, 2026** and ends at **05:00 PM (IST) on Saturday, March 14, 2026**.

During this period, Members holding shares in dematerialized form as on **Friday, February 06, 2026** i.e., Cut-Off Date, may cast their vote electronically. The e-Voting module shall be disabled by the RTA for voting thereafter. Members may note that, once the vote on the Resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

9. Voting rights of a Member / Beneficial Owner shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
10. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of total votes cast through remote e-Voting for Postal Ballot. The results of the voting for postal ballot will be announced within 2 working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
11. The results declared along with the Scrutinizer's report will 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.
12. Members may send their queries related to special business of the Postal Ballot notice on the email equityinvestor2023@ireda.in from their registered email address, mentioning their name, DP ID- Client ID, mobile number, copy of PAN Card.
13. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of the remote e-Voting i.e., **Saturday, March 14, 2026**. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
14. The Members holding shares in electronic mode are requested to update PAN, address with PIN, Email, mobile Number, bank account details and nomination with their Depository Participants with whom they are maintaining their demat account.

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues. Towards this, the Company continues to require capital for achieving such growth. Accordingly, the Company proposes to raise additional capital for augmenting the capital base of the Company to meet future capital requirements and, for onward lending, and general corporate purposes, as may be permissible under the applicable laws and as approved by the board of directors of the Company (the “**Board**”). The schedule of implementation and deployment of proceeds will be subsequently approved by the Board at the relevant time.

There may be a deviation of +/- 10% in the amount specified for that object of issue depending upon future circumstances, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and BSE Notice No. 20221213-47 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed utilization of the net proceeds at the discretion of the Board, subject to compliance with applicable laws.

Accordingly, the approval of the shareholders of the Company (the “**Shareholders**”) is being sought to permit the Board to raise funds through issuance of equity shares of the Company (the “**Equity Shares**”), to such investors that may be permitted to invest in such issuance of Equity Shares, including eligible qualified institutional buyers (the “**QIBs**”) as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally, by way of a qualified institutions placement (“**QIP**”), in one or more tranches, in accordance with Chapter VI of the SEBI ICDR Regulations, subject to applicable laws, for an amount aggregating up to ₹2,994 Crore (Rupees Two Thousand Nine Hundred Ninety Four Crore only), provided that the Issue shall not dilute the shareholding of the President of India, acting through Ministry of New and Renewable Energy, Government of India, in the Company by more than 3.76% of the post-issue paid-up Equity Share capital of the Company, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion.

In terms of Section 62(1)(c) of the Companies Act, 2013, the Equity Shares may be issued to persons who are not the existing shareholders of a Company, if the Company is authorized by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 of the Companies Act, 2013, read with of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and the Companies (Share Capital and Debentures) Rules, 2014, as amended and Regulation 172 of the SEBI ICDR Regulations, a Company can issue its securities after obtaining prior approval of the members of the Company by a special resolution. Therefore, consent of the Shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable laws.

The Equity Shares offered, issued and allotted by the Company in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted in the QIP shall rank, in all respects, *pari passu* with the existing Equity Shares of the Company. The pricing of the

Equity Shares shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws.

For the issuance of Equity Shares by way of a QIP: (a) the allotment of Equity Shares shall be completed within 365 days from the date of passing of the special resolution of the Shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations; (b) issue of Equity Shares made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”) and applicable laws. The Board may, however, at its absolute discretion, in consultation with the book running lead manager(s) appointed by the Company, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under the SEBI ICDR Regulations to the QIP Floor Price; and (c) the “relevant date” for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the QIP, subsequent to the receipt of Shareholders’ approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the QIP.

The relevant Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on the stock exchanges, where they are proposed to be listed, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Further, no allotment shall be made, directly or indirectly, to the promoter of the Company (“**Promoter**”) or any person related to the Promoter in terms of the SEBI ICDR Regulations.

This enabling special resolution seeks to empower the Board to issue Equity Shares as contemplated in the resolution set out above. The Board of the Company in their meeting held on Friday, February 06, 2026, approved the issuance of equity shares by way of a qualified institutions placement, in one or more tranches, for an amount aggregating up to ₹2,994 Crore (Rupees Two Thousand Nine Hundred Ninety Four Crore only).

In connection with the proposed issue of Equity Shares, the Company is required to *inter alia* prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Therefore, the details of the proposed allottees, percentage of post issue shareholding that may be held by them and post issue shareholding pattern of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Equity Shares, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares, and the detailed terms and conditions for the issue will be determined by the Board in its sole discretion, in consultation with the advisors, book running lead managers, and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. The allotment of the Equity Shares pursuant to the issue shall be completed within such period as prescribed under the SEBI ICDR Regulations.

Necessary disclosures have and will be made to BSE Limited and National Stock Exchange of India Limited, as may be required under the SEBI Listing Regulations.



This special resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors, who may or may not be the existing members of the Company.

The approval of the Shareholders is being sought to enable the Board to decide on the issuance of Equity Shares, to the extent and in the manner stated in the special resolution, as set out above of this notice, without the need for any fresh approval from the Shareholders of the Company in this regard.

None of the directors/ key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company, or subscription by a financial institution/ Company/ body corporate in which the key managerial personnel or director or his/ her relative may be, directly or indirectly, interested.

The Board accordingly recommends the special resolution as set out in this notice for approval of the Shareholders.

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

Place: New Delhi
Date: February 12, 2026

Sd/-
Ekta Madan
Company Secretary

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

The remote e-Voting period begins on Friday, February 13, 2026 at 09:00 A.M. (IST) and ends on Saturday, March 14, 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. Friday, February 06, 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 February 06, 2026.

Shareholders are advised to update 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:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- 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.
- 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:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdideasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- 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.



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

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- 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-c).

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 THROUGH DEPOSITORY PARTICIPANT WITH NSDL/CDSL

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>
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- 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".
- Enter "16-digit Demat Account No."
- 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.

OR

METHOD 2 - Votes Upload

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-Voting".
- Select "View" icon for "Company's Name / Event number".
- E-Voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- 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.*

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.

In case Custodian / Corporate Body/ Mutual Fund has 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 “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”

- Enter User ID, Organization ID 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 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”.
