NOTICE

NOTICE is hereby given to the Members of **Inox Clean Energy Limited** that the **13th Extra Ordinary General Meeting** of the Company will be held at a shorter notice at the Corporate Office of the Company situated at InoxGFL Towers, Plot No. 17, Sector 16A, Noida, Uttar Pradesh on **Wednesday, the 24th December, 2025 at 11:30 A.M.** to transact the following business:

Item No. 1

APPROVAL FOR ISSUANCE OF UPTO 1,05,80,761 EQUITY SHARES OF FACE VALUE OF RE. 1/- EACH OF THE COMPANY BY WAY OF A PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS FOR CASH CONSIDERATION

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

"RESOLVED THAT in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulations, including without limitation, applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA") and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in aggregate upto **1,05,80,761 (One Crore Five Lakh Eighty Thousand Seven Hundred and Sixty One)** fully paid-up equity shares of face value of Re. 1/- each of the Company **('Equity Shares')** to the identified investors who will be public category shareholders ("**Proposed Allottees**"), as detailed below, at a price of Rs. 551/- (Rupees Five Hundred and Fifty One only) per Equity Share inclusive of a premium of Rs. 550/- (Rupees Five Hundred and Fifty only) per Equity Share, as determined in accordance with the Valuation Report issued by Independent Registered Valuer i.e M/s. VSA Valuers Private Limited, having IBBI Registration No.: IBBI/RV-E/06/2022/161, and having their office at 61, 6th Floor, Sakhar Bhavan, Plot No. 230, Nariman Point, Mumbai-400 021, Maharashtra, for cash consideration aggregating upto **Rs. 583 Crore (Rupees Five Hundred and Eighty Three Crore only)** by way of a preferential issue through private placement:

S. No.	Name of the Proposed Allottees	Category of Investor	Max. No. of Equity Shares be issued	Max. amount of Consideration (in Rs.)
1.	Authum Investment and Infrastructure Limited	Body Corporate	90,74,410	499,99,99,910
2.	Renuka Talwar	Individual	6,89,655	37,99,99,905
3.	Rahul Talwar	Individual	1,81,488	9,99,99,888
4.	Amity Holdings Private Limited, Partner of Earth Holdings	Partnership Firm	2,72,232	14,99,99,832
5.	Anchorage Capital Scheme II	Alternative Investment Fund	1,81,488	9,99,99,888
6.	Founders Collective Fund	Alternative Investment Fund	1,81,488	9,99,99,888
Total			**1,05,80,761**	**582,99,99,311**

"RESOLVED FURTHER THAT the issue of Equity Shares under this Preferential offer shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof;

ii. The Equity Shares shall be allotted in dematerialized form;

iii. The Equity Shares so offered and issued to the Proposed Allottees shall be issued for a cash consideration; and

iv. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4')**"**

"RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment of Equity Shares, the Board of Directors of the Company including its Committee thereof-ICEL Committee of the Board of Directors for Operations (hereinafter referred to as the "Board) or any officer/ executive/ representative and/ or any other person so authorized by the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential issue (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), filing of requisite documents with the concerned Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in this regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds raised by issuance of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects".

Item No. 2

APPROVAL FOR ISSUANCE OF UPTO 1,39,74,591 EQUITY SHARES OF FACE VALUE OF RE. 1/- EACH OF THE COMPANY BY WAY OF A PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS FOR CONSIDERATION OTHER THAN CASH

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

"RESOLVED THAT in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made

thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulations, including without limitation, applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA") and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in aggregate upto **1,39,74,591 (One Crore Thirty Nine Lakh Seventy Four Thousand Five Hundred and Ninety One)** fully paid-up equity shares of face value of Re. 1/- each of the Company **('Equity Shares')** to Skypower Southeast Asia Holdings 2 Limited, who will be a public category shareholder, ("Proposed Allottee"), at a price of Rs. 551/- (Rupees Five Hundred and Fifty One only) per Equity Share inclusive of a premium of Rs. 550/- (Rupees Five Hundred and Fifty only) per Equity Share, as determined in accordance with the Valuation Report issued by Independent Registered Valuer i.e M/s. VSA Valuers Private Limited, having IBBI Registration No.: IBBI/RV-E/06/2022/161, and having their office at 61, 6th Floor, Sakhar Bhavan, Plot No. 230, Nariman Point, Mumbai-400 021, Maharashtra, for consideration other than cash aggregating upto Rs. 770 Crore towards part payment of purchase consideration for acquisition of Skypower Services Mena Limited by way of a preferential issue through private placement.

"RESOLVED FURTHER THAT the issue of Equity Shares under this Preferential offer shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof;

ii. The Equity Shares shall be allotted in dematerialized form;

iii. The Equity Shares so offered and issued to the Proposed Allottees shall be issued for a consideration other than cash; and

iv. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer cum application letter (In the format of 'Form PAS-4')**"**

"RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment of Equity Shares, the Board of Directors of the Company including its Committee thereof-ICEL Committee of the Board of Directors for Operations (hereinafter referred to as the "Board) or any officer/ executive/ representative and/ or any other person so authorized by the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential issue (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), filing of requisite documents with the concerned Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as

may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in this regard to the offer, issue and allotment of the Equity Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects".

By Order of the Board of Directors

Sd/-
Priyanka Sharma
Company Secretary

Date: 23rd December, 2025
Place: Noida

Inox Clean Energy Limited
CIN: U40300GJ2017PLC099852
Registered Office: 301, ABS Tower Old Padra Road, Vadodara -390007, Gujarat
Email: investors@inoxclean.com;
Phone: 0265-6149111
Website: www.inoxclean.com

Notes**:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**

3. Members should bring their Attendance slip/ sheet duly completed for attending the Meeting.

4. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item Nos. 1 & 2 as set out above is annexed herewith.

5. Corporate Members intending to send their Authorised Representative(s) to attend the Extra Ordinary General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Meeting.

6. The relevant documents referred to in the accompanying Notice of Meeting are open for inspection by the Members of the Company at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 01.00 P.M. upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at InoxGFL Towers, Plot No. 17, Sector-16A, Noida-201301, Uttar Pradesh.

By Order of the Board of Directors

Sd/-
Priyanka Sharma
Company Secretary

Date: 23rd December, 2025
Place: Noida

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

Item Nos. 1 & 2

The Board of Directors in their meeting held on 23rd December, 2025 approved the issuance of upto 2,45,55,352 equity shares of Re. 1 /- each of the Company in aggregate for:

- cash consideration aggregating upto Rs. 583 Crores; and
- for non-cash consideration aggregating upto Rs. 770 Crore

at a price of Rs. 551/- per Equity Share inclusive of a premium of Rs. 550/- per equity share, on a preferential issue basis through private placement to the Non-Promoter investor(s), as detailed below:

S. No.	Name of the Proposed investors	Category of Investor	Max. amount of Consideration (in Rs. Crore)
1.	Authum Investment and Infrastructure Limited	Body Corporate	500
2.	Renuka Talwar	Individual	38
3.	Rahul Talwar	Individual	10
4.	Amity Holdings Private Limited, Partner of Earth Holdings	Partnership Firm	15
5.	Anchorage Capital Scheme II	Alternative Investment Fund	10
6.	Founders Collective Fund	Alternative Investment Fund	10
7.	Skypower Southeast Asia Holdings 2 Limited	Body Corporate	770*
Total			**1,353**

* for consideration other than cash towards part payment of purchase consideration for acquisition of Skypower Services Mena Limited

The aforesaid valuation of equity share has been determined on the basis of valuation report of M/s. VSA Valuers Private Limited, having IBBI Registration No.: IBBI/RV-E/06/2022/161, and having their office at 61, 6th Floor, Sakhar Bhavan, Plot No. 230, Nariman Point, Mumbai-400 021, Maharashtra.

The proposed preferential issue for cash and consideration other than cash will be subject to conditions including receipt of shareholder's approval, compliance with the provisions of Companies Act 2013, as amended from time to time and shall be in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and other applicable rules, regulations of the appropriate authorities.

The Equity Shares to be issued and allotted on Preferential basis shall rank pari passu in all respects with the existing equity shares of the Company in respect of all rights including dividend.

Pursuant to the provisions of Sections 42 and 62(1)(c) of Companies Act, 2013 (the "Act") read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014, any preferential allotment of securities needs to be approved by the shareholders by way of a Special Resolution.

The following are the details of the proposed preferential issue which have been disclosed in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time:

(a) The objects of the preferential issue:

The funds raised through the preferential issue shall be utilised towards the following objects as under:

1. To finance/part finance the consideration for acquisitions including proposed acquisitions.
2. Investments in and/loans to Subsidiaries and/Group Companies.
3. Working capital requirements.
4. Project implementation - implementation of renewable power projects and/setting up of solar manufacturing plants and related expenses thereof.
5. General corporate purposes.

(b) Total no. of shares to be issued:

The Board intends to offer, issue and allot upto 1,05,80,761 equity shares of face value of Re.1/- each for cash consideration and 1,39,74,591 equity shares for consideration other than cash at a price of Rs. 551/- (Rupees Five Hundred and Fifty One only) per Equity Share inclusive of a premium of Rs. 550/- (Rupees Five Hundred and Fifty only) per equity share to Identified Investors.

(c) The price or price level at/within which the allotment is proposed:

The equity shares will be issued at a price of Rs. 551/- (Rupees Five Hundred Fifty One only) per Equity Share, which has been determined based on the Valuation Report of M/s. VSA Valuers Private Limited having IBBI Registration No.: IBBI/RV-E/06/2022/161 and having their office at 61, 6th Floor, Sakhar Bhavan, Plot No. 230, Nariman Point, Mumbai-400 021, Maharashtra.

(d) Basis on which the price has been arrived at alongwith the report of the registered valuer:

The price of Rs. 551/- per equity share, has been arrived on the basis of the Valuation Report issued by Independent Registered Valuer M/s. VSA Valuers Private Limited having IBBI Registration No.: IBBI/RV-E/06/2022/161.

(e) Relevant date with reference to which the price has been arrived at:

The price has been determined pursuant to the Valuation Report obtained from Independent Registered Valuer i.e M/s. VSA Valuers Private Limited, having IBBI Registration No.: IBBI/RV-E/06/2022/161 considering the relevant date as 30th September, 2025.

The aforesaid valuation report will be made available for inspection at the Registered Office of the Company on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the Extra-ordinary General Meeting.

(f) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to identified investors (who will be public category shareholders), as detailed in the resolution, through this preferential issue by way of private placement for cash consideration.

(g) Intention of the Promoters/ Directors/ Key Managerial Personnel of the Company to subscriber to the offer:

None of the Promoters/ Directors/ Key Managerial Personnel of the Company intends to subscribe this preferential issue by way of private placement for cash consideration.

(h) Proposed time within which the allotment shall be completed:

The Company shall make the allotment of securities, in one or more tranches, within the timelines as prescribed in the Companies Act, 2013.

(i) The identity details of the proposed allottees in the preferential issue and the percentage of post preferential offer capital that may be held by then:

The details of the allottee, the percentage of pre and post preferential issue capital post this preferential issue:

Sl. No.	Name of the Allottee	Pre -Issue Holding		Post-Issue Holding	
		No. of shares	% of holding	No. of shares	% of holding
1.	Authum Investment and Infrastructure Limited	0	0	90,74,410	0.97
2.	Renuka Talwar	0	0	6,89,655	0.07
3.	Rahul Talwar	0	0	1,81,488	0.02
4.	Amity Holdings Private Limited, Partner of Earth Holdings	0	0	2,72,232	0.03
5.	Anchorage Capital Scheme II	0	0	1,81,488	0.02
6.	Founders Collective Fund	0	0	1,81,488	0.02
7.	Skypower Southeast Asia Holdings 2 Limited	0	0	1,39,74,591	1.50
Total		**0**	**0**	**2,45,55,352**	**2.63**

(j) The change in control, if any, in the company that would occur consequent to the preferential offer:

There will be neither any change in the composition of the Board nor any change in the control of the Company on account of the proposed preferential allotment.

(k) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No. of persons to whom allotment made during FY 2024-25	No. of equity shares allotted	Issue price per equity share	Date of allotment
5	49,54,952	111	6th December, 2024
12	31,10,252	111	17th December, 2024
1	90,090	111	29th March, 2025

(l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The issuance of equity shares for consideration other than cash is towards part payment of purchase consideration for acquisition of Skypower Services Mena Limited from Skypower Southeast Asia Holdings 2 Limited. The equity shares will be issued at a price of Rs. 551/- (Rupees Five Hundred Fifty One only) per Equity Share, which has been determined based on the Valuation Report of M/s. VSA Valuers Private Limited having IBBI Registration No.: IBBI/RV-E/06/2022/161.

(m) Pre and Post Shareholding Pattern of the Company:

S. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
i.	Individual	89,90,00,000	98.99	89,90,00,000	96.39

ii.	Bodies corporate	0	0.00	0	0.00
2	Foreign promoters	0	0.00	0	0.00
	Sub-total (A)	**89,90,00,000**	**98.99**	**89,90,00,000**	**96.39**
B	Non-promoters' holding				
1	Institutional investors	22,52,252	0.25	26,15,228	0.28
2	Non-institution	0	0.00	0	0.00
i.	Private corporate bodies	32,43,272	0.36	2,65,64,505	2.85
ii.	LLP	5,52,672	0.06	5,52,672	0.06
iii	HUF	2,50,000	0.03	2,50,000	0.03
iv	Directors and relatives	0	0	0	0.00
v	Indian public	28,57,098	0.31	37,28,241	0.40
vi	Others (including NRIs)	0	0.00	0	0.00
	Sub-total (B)	**91,55,294**	**1.01**	**3,37,10,646**	**3.61**
Grand Total		**90,81,55,294**	**100.00**	**93,27,10,646**	**100.00**

Note: As the shareholding is held by Promoter Director, it has been shown under Promoters' holding category instead under Directors

(n) Principal terms of assets charged as securities: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolutions as set out at Item Nos. 1 & 2 of the Notice.

The Board of Directors of the Company are of the opinion that the proposed preferential issue is in the best interest of the Company and its Members.

The Board of Directors of the Company recommends the resolutions as set out at Item Nos. 1 & 2 of the Notice for the approval of the Members as Special Resolution.

By Order of the Board of Directors

Sd/-
Priyanka Sharma
Company Secretary

Date: 23rd December, 2025
Place: Noida

PROXY FORM

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

INOX CLEAN ENERGY LIMITED

(CIN: U40300GJ2017PLC099852)

Registered Office: 301, ABS Tower, Old Padra Road, Vadodara 390007, Gujarat
Telephone: 0265 6198111/2330057**, Fax:** 0265 2310312
Email id: investors@inoxclean.com

13th Extra Ordinary General Meeting – 24th December, 2025

Name of the Member(s)	**:**	
Registered Address	**:**	
E-mail ID	**:**	
Folio No./ Client ID	**:**	
DP ID	**:**	

I/ We, being the Member(s) of _____ shares of the above named Company, hereby appoint

Name: _____ E-mail ID:_____

Address:_____

_____ Signature:_____

Or failing him/ her

Name: _____ E-mail ID:_____

Address:_____

_____ Signature:_____

Or failing him/ her

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 13th Extra Ordinary General Meeting of the Company, to be held on Wednesday, the 24th December, 2025, at 11:30 A.M. at InoxGFL Towers, Plot No.17, Sector 16-A, Noida, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2)(Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Approval for issuance of upto 1,05,80,761 equity shares of face value of Re. 1/- each of the Company by way of a preferential issue on Private Placement basis for cash consideration (Special Resolution)			
2.	Approval for issuance of upto 1,39,74,591 equity shares of face value of Re. 1/- each of the Company by way of a preferential issue on Private Placement basis for consideration other than cash (Special Resolution)			

Signed this _____day of _____2025.

Affix a Revenue Stamp not less than Re. 1

_____ _____

Signature of Shareholder Signature of Proxy Holder(s)

Notes:

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

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

ATTENDANCE SLIP OF EXTRA ORDINARY GENERAL MEETING

INOX CLEAN ENERGY LIMITED

(CIN: U40300GJ2017PLC099852)

Registered Office: 301, ABS Tower, Old Padra Road, Vadodara 390007, Gujarat
Telephone: 0265 6198111/2330057**, Fax:** 0265 2310312
Email id: investors@inoxclean.com

ATTENDANCE SLIP

13th Extra Ordinary General Meeting, Wednesday, 24th December, 2025 at 11:30 A.M.

Regd. Folio No._____/DP ID_____Client ID/Ben. A/C_____No. of shares held_____

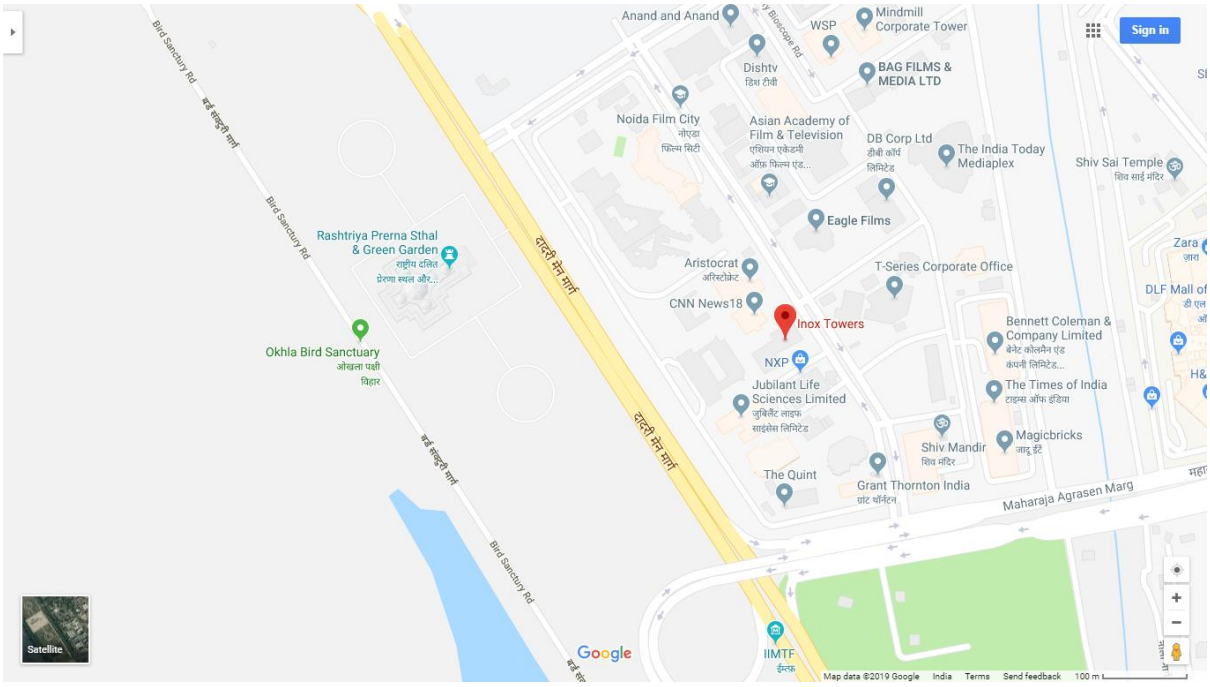
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 13th Extra Ordinary General Meeting of the Company on Wednesday, the 24th December, 2025 at 11:30 A.M at InoxGFL Towers, Plot No.17, Sector 16-A, Noida, Uttar Pradesh.

_____ _____

Member's/Proxy's name in Block Letters Member's/Proxy's Signature

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

Route map



InoxGFL Towers, Plot No. 17, Sector-16A, Noida 201301 (U.P.).