INOX LEASING AND FINANCE LIMITED
Regd. Office: Plot No. 1, Khasra Nos. 264 to 267 Industrial Area,
Una, Village Basal - 174303, Himachal Pradesh
CIN: U65910HP1995PLC011680. Web site: www.ilfl.co.in. E mail id: inoxgflgroup@gfl.co.in

NOTICE

Dear Member(s),

NOTICE is hereby given that the **31st (Thirty first) Annual General Meeting** of Members of Inox Leasing and Finance Limited ("the Company") will be held on **Wednesday, 30th September, 2026**, at **11.30 A.M.,** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. **Adoption of Financial Statements**

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

   "**RESOLVED THAT**

   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, the Reports of the Board of Directors and Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Auditors thereon;

   be and are hereby received and adopted."

2. **Re-appointment of Mr. Vivek Kumar Jain (DIN: 00029968) as Director of the Company**

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

   "RESOLVED THAT Mr. Vivek Kumar Jain (DIN: 00029968), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. **Appointment of Statutory Auditors of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 if any, (including any statutory modification(s), variation(s) or re-enactments thereof), M/s. J.C. Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) be and are hereby appointed as Independent Auditors of the Company for a period of two years to hold office from the conclusion of this 31st Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration including reimbursement of out of pocket expenses."

SPECIAL BUSINESS

4. **Appointment of Mr. Mukesh Patni as Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee of the Company, Mr. Mukesh Patni (DIN: 00030340) who was appointed as an Additional Director of the Company with effect from 22nd December, 2025 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offers himself for appointment, be and is hereby appointed as director liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Approval for alteration of Articles of Association ("AoA") of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with the enabling provisions of the Articles of Association of the Company; and subject to such permissions, consents and approvals as may be required from concerned statutory authorities as the case may be, the consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to adopt the revised and restated set of Articles of Association, comprising two parts, Part A and Part B, to replace the existing Articles of Association of the Company, a copy of which was placed before the meeting, in substitution for and to the exclusion of the existing Articles of Association of the Company, in accordance with the aforesaid provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the aforesaid alterations be carried out in every copy of the Articles of Association of the Company and that no copy of such articles of association be issued without carrying out the alterations as aforesaid.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorized to sign, execute and file necessary applications, forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to appear before the Ministry of Corporate Affairs and such other regulatory authorities, as the case may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution."

6. **Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("hereinafter referred to as Act") read with the relevant rules made under the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, and upon the recommendation of the Board of Directors of the Company in their duly convened meeting held on 05th September, 2026, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for (a) giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") ; (b) giving of guarantee(s); and/or (c) providing security(ies) or undertaking any other obligation in the nature of a guarantee, including under any put option, shortfall undertaking, payment undertaking or similar arrangement, in connection with any loan or other financial assistance or securities issued or taken/to be taken by any entity which is a subsidiary or associate or joint venture of the Company or any other company in which any of the existing directors of the Company are deemed to be interested as specified under Section 185 of the Act (collectively referred to as the "Entities"), up to a sum not exceeding INR 4,000 Crore (Rupees Four Thousand Crore only) outstanding at any point in time, which in their absolute discretion deem beneficial and in the best interest of the Company, subject to the condition that any loan in connection with which such guarantee or security is given shall be utilised by the borrower for its principal business activities.

RESOLVED FURTHER THAT any prior loan given including loan represented by way of book debt or giving of guarantee(s), and/or providing of security (ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or group entity of the Company or any other person in which any of the Director of the Company, shall hereby stand ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required in relation to the subject matter of this resolution and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

7. **Approval to increase in the threshold of loans/guarantees, providing of securities and making of investments u/s 186 of the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("hereinafter referred to as Act") read with the relevant rules made under the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, and upon the recommendation of the Board of Directors of the Company in their duly convened meeting held on 05th September, 2026, consent of the members of the Company be and is hereby accorded by way of special resolution to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) issue any guarantee and/or provide security or undertake any other obligation in the nature of a guarantee, including under any put option, shortfall undertaking, payment undertaking or similar arrangement, in connection with a loan or the securities of any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate up to an aggregate amount not exceeding ₹ 4,000 Crore (Rupees Four Thousand Crore only), notwithstanding that such amount exceeds sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company, or one hundred per cent of its free reserves and securities premium account, whichever is more, subject to the condition that the aggregate of the loans and investments so far made and the amount for which guarantees or securities been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, for an amount not exceeding Rs.4000 crores (Rupees Four thousand Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013, subject to approval of the Shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required in relation to the subject matter of this resolution and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

By Order of the Board of Directors of
Inox Leasing and Finance Limited

Vivek Kumar Jain
Chairman
DIN: 00029968
Regd. Office: Plot No. 1,
Khasra Nos. 264 to 267, Industrial Area,
Village Basal, Una – 174303 (H.P).
CIN: U65910HP1995PLC011680
Tel. No.: 91-011-23327860
Website: www.ilfl.co.in
E-mail: inoxgflgroup@gfl.co.in

Place: New Delhi.
Date : 05th September, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details of material facts relating to the Special Business to be transacted at this AGM, is annexed hereto.
2. Information as required pursuant to Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking re-appointment at the Annual General Meeting is annexed to this Notice as ***Annexure - 1.***
3. As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till further order, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The proceedings of the 31st AGM shall be deemed to be conducted at the Registered Office of the Company.
5. Since this AGM is being held through VC/OAVM, pursuant to the Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. The Members can join the AGM in the 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 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 and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website at www.ilfl.co.in and on the website of NSDL at www.evoting.nsdl.com.
10. The Shareholders desiring any information relating to the accounts or having any questions are requested to write to the Company at inoxgflgroup@gfl.co.in at least seven days before the date of the Annual General Meeting (AGM) to enable the Management to keep the responses ready and provide them expeditiously at the AGM, as required.
11. The Body Corporates who intend to authorize representatives to participate and vote on their behalf in the Meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/ letter of authority/power of attorney to the Scrutinizer by e-mail to naithanipcs@gmail.com and to the Company at inoxgflgroup@gfl.co.in through its registered e-mail Address.
12. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

13. Under the Companies Act, 2013 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF).

    In compliance with the provisions of Section 124 and Section 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2018-19 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 30th September, 2025 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: http://www.ilfl.co.in Investor Relations/Unclaimed Dividend. Members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in web Form No. IEPF-5 available on https://www.mca.gov.in.

14. Members may note that as per the Notification issued by the Ministry of Corporate Affairs, w.e.f. 2nd October, 2018 physical transfer of shares have been disallowed.

    Members are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation. Company's shares are available for dematerialisation both with NSDL and CDSL. The ISIN No. for demat of shares is INE608E01014.

    For issue of duplicate securities certificate, consolidation of securities certificates/folios, transmission and transposition of shares members are requested to submit a duly filled and signed Form ISR – 4.

15. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM during business hours. Members seeking to inspect such documents can send a request from their registered E-mail Id mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at inoxgflgroup@gfl.co.in.

16. **Instructions for Members for Remote e-Voting and joining the AGM are as under:**

    The remote e-Voting period begins on **Saturday, 26th September, 2026 at 09:00 A.M.** and ends on **Tuesday, 29th September, 2026 at 05:00 P.M.** The remote e-Voting module shall be disabled by NSDL 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. **23rd September, 2026**, may 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 **23rd September, 2026**. A person who becomes a Member after the cut-off date should treat this notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual Meeting for Individual Shareholders holding securities in demat mode.

   Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

   Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSD**	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with **NSDL**	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DPs)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode 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 and 022 - 2499 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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with **NSDL**	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with **CDSL**	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in **Physical Form**	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered.**
6. If you are unable to retrieve or have not received the 'Initial Password' or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@

nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1 After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2 Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3 Now you are ready for e-Voting as the Voting page opens.

4 Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5 Upon confirmation, the message “Vote cast successfully” will be displayed.

6 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to naithanipcs@gmail.com with a copy marked to evoting@nsdl.co.in and inoxgflgroup@gfl.co.in . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 – 4886 7000 and 022 – 2499 7000 or send a request to Mr. Sagar Gudhate, Senior Manager or Ms. Pallavi Mhatre at evoting@nsdl.co.in.

Process for those Shareholders whose e-mail ids are not registered with the depositories for procuring User id and Password and registration of e-mail ids for e-Voting for the resolutions set out in this notice:

1 In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), (self-attested scanned copy of Aadhar Card) by e-mail to inoxgflgroup@gfl.co.in.

2 In case shares are held in demat mode, please provide DPID-CLID (16- digit DPID + CLID or 16 digits beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to inoxgflgroup@gfl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3 Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

4 Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-Voting on the day of the AGM are as under:

1 The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2 Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.

3 Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4 The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

1 Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2 Members are encouraged to join the Meeting through Laptops for better experience.

3 Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4 Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5 Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at inoxgflgroup@gfl.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at inoxgflgroup@gfl.co.in. These queries will be replied by the company suitably by email.

6 Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7 Only those Shareholders, who are present in the AGM through VC/OAVM 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 system available during the

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 22nd December, 2025 upon the recommendation of Nomination and Remuneration Committee, had appointed Mr. Mukesh Patni (DIN 00030340) as an Additional Director of the Company to hold office upto the date of ensuing Annual General Meeting.

In terms of Section 161 of the Act, the appointment of Mr. Mukesh Patni as Director is being placed before the Members for their approval.

Mr. Mukesh Patni has given a declaration to the Board that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief profile of Mr. Mukesh Patni, nature of his experience in specific functional areas and other information as required to be provided under the Secretarial Standard - 2 in respect of -appointment of Mr. Mukesh Patni, are annexed with the Notice.

Mr. Mukesh Patni is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to his re-appointment. The relatives of Mr. Mukesh Patni may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the Resolution as stated at Item No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 5

The existing Articles of Association ("AoA") of the Company, comprising Articles 1 to 88, are based on Table 'F' of the Companies Act, 2013 ("Act"), which sets out the model articles of association for a company limited by shares.

A Put Option Agreement dated 6th August 2026 ("Put Option Agreement") was entered into among Inox Leasing and Finance Limited ("ILFL"), Inox Holdings and Investments Limited ("IHL"), Mr. Devansh Jain and Mr. Vivek Jain (collectively, the "Put Option Providers"), Inox Clean Energy Limited ("ICE") and CTL Trusteeship Limited, acting as the Debenture Trustee for and on behalf of the holders of the Compulsorily Convertible Debentures ("CCDs").

The Put Option Agreement relates to CCDs aggregating to Rs. 1,500 Crores, comprising Series A CCDs of Rs. 1,200 Crores and Series B CCDs of Rs. 300 Crores, issued by ICE. Pursuant to the Put Option Agreement, each of the Put Option Providers has unconditionally and irrevocably undertaken, on a joint and several basis, to pay or discharge the dues attributable to the CCD Holders forthwith upon demand, in the event the Put Option is exercised by the Debenture Trustee in accordance with the terms of the Put Option Agreement.

In view of the aforesaid arrangements and pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Act and the Rules made thereunder, it is proposed to amend and restate the existing AoA of the Company in substitution for and to the exclusion of the existing AoA.

The amended and restated AoA shall comprise two parts, namely:

Part A, comprising Article 1 to Article 88, containing the existing provisions of the AoA; and

Part B (Amending Articles), comprising Article 1 to Article 6, setting out the terms and conditions relating to the exercise of the Put Option and the rights and obligations of the Parties and the CCD Holders, exercisable through the Debenture Trustee.

Mr. Vivek Kumar Jain (DIN: 00029968), Director and Mr. Devansh Jain (DIN: 01819331), being Directors of ILFL, are concerned or interested in the said Resolution to the extent of their obligations as a put option provider under the Put Option Agreement. Save as aforesaid, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the passing of the said Resolution.

The Board of Directors recommends the resolution set forth in Item No. 5 of the notice for approval of the members as a Special Resolution.

All the material documents including the Put Option Agreement and the amended and restated AoA of the Company are available for inspection by the Members at the Corporate Office of the Company during business hours till the date of the Annual General Meeting.

ITEM NO. 6

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the directors of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting and such loans/guarantees/securities are utilized by the borrowing entity for its principal business activities.

The Members of the Company, at the Annual General Meeting held on 30th September 2024, had passed a Special Resolution authorising the Board of Directors of the Company to advance any loan, including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity falling within the category of "a person in whom any of the directors of the Company is interested", up to an aggregate limit of Rs. 2,000 Crores.

In view of the Put Option Agreement executed by the Parties, as referred to in Item No. 5 above, in relation to the Compulsorily Convertible Debentures (“CCDs”) aggregating to Rs. 1,500 Crores issued by Inox Clean Energy Limited, the obligations undertaken by the Company under the Put Option Agreement may be regarded as a guarantee or security provided in connection with the obligations relating to the CCDs for the purposes of Section 185 of the Act.

Accordingly, in order to accommodate the obligations arising under the Put Option Agreement and to provide adequate headroom for transactions covered under Section 185 of the Act, it is proposed to increase the existing limit of Rs. 2,000 Crores to Rs. 4,000 Crores.

The Board of Directors recommends the resolution set forth in Item No. 6 of the notice for approval of the members as a Special Resolution.

Except Mr. Vivek Kumar Jain (DIN: 00029968), Director and Mr. Devansh Jain (DIN: 01819331), Director, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7.

Pursuant to Section 186 of the Companies Act, 2013 (“Act”), a Company may give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate, subject to the limits and conditions prescribed under the Act.

The Members of the Company, at the Annual General Meeting held on 30th September 2024, had passed a Special Resolution authorising the Board of Directors of the Company to give loans, guarantees or provide security and acquire securities, as contemplated under Section 186 of the Act, up to an aggregate limit of Rs. 2,000 Crores.

As set out in Item No. 5 above, the Company has entered into a Put Option Agreement jointly and severally with the other Put Option Providers in favour of the CCD Holders in respect of Compulsorily Convertible Debentures (“CCDs”) aggregating to Rs. 1,500 Crores issued by Inox Clean Energy Limited. Pursuant to the Put Option Agreement, the Company may be required to pay or discharge the dues attributable to the CCD Holders forthwith on demand, in the event the Put Option is exercised by the Debenture Trustee in accordance with the terms of the said Agreement.

Accordingly, in view of the obligations undertaken by the Company pursuant to the Put Option Agreement and to provide adequate headroom for transactions covered under Section 186 of the Act, it is proposed to increase the existing limit of Rs. 2,000 Crores to Rs. 4,000 Crores, subject to the approval of the Members by way of a Special Resolution.

The Board recommends the Resolution as set out at Item No. 7 of the Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Vivek Kumar Jain (DIN: 00029968), Director and Mr. Devansh Jain (DIN: 01819331), Director, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors of
Inox Leasing and Finance Limited

Vivek Kumar Jain
Chairman
DIN: 00029968
Regd. Office: Plot No. 1,
Khasra Nos. 264 to 267, Industrial Area,
Village Basal, Una – 174303 (H.P).
CIN: U65910HP1995PLC011680
Tel. No.: 91-011-23327860
Website: www.ilfl.co.in
E-mail: inoxgflgroup@gfl.co.in

Place: New Delhi.
Date : 05th September, 2026

Annexure – 1

Information as required pursuant to Secretarial Standard on General Meetings (SS-2), in respect of Directors being appointed/re-appointed at the Annual General Meeting.

Name of Director	**Mr. Vivek Kumar Jain**	**Mr. Mukesh Patni**
Brief Profile	Mr. Vivek Kumar Jain is a St Stephens, Delhi graduate and an alumnus of Indian Institute of Management, Ahmedabad. With over 45 years of rich business experience, he has an excellent business acumen in establishing and managing several businesses. Mr. Vivek Jain is Managing Director of Gujarat Fluorochemicals Limited (GFL) since its inception.	Mr. Mukesh Patni has rich experience in the fields of Financial Taxation, Treasury, Accounting and Secretarial.
Age	71 Years	66 years
Date of first appointment on the Board	17th February, 1995	22nd December, 2025
Directors Identification Number	00029968	00030340
Qualification	Graduate in Commerce, Delhi and MBA from IIM, Ahmedabad.	Graduate in Commerce.
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation.	Director liable to retire by rotation.
Experience / Expertise in Specific Functional Area	Mr. Vivek Kumar Jain has over 45 years of rich experience in setting up and managing several businesses.	Mr. Mukesh Patni has experience of more than 45 years in the fields of Financial Taxation, Treasury, Accounting and Secretarial.
Directorship held in other Companies	1. Gujarat Fluorochemicals Limited 2. Devansh Gases Private Limited 3. Rajni Farms Private Limited 4. GFCL EV Products Limited 5. GFCL Solar & Green Hydrogen Products Limited 6. Inox Holdings and Investments Limited 7. Roger Overseas Private Limited 8. IGREL Holdings Limited	1. Rajni Farms Private Limited 2.Inox Holdings and Investments Limited 3.Marut-Shakti Energy India Limited
Membership / Chairmanship of Committees of other Companies	**Gujarat Fluorochemicals Limited** a). Committee of Directors for Operations, Member b). Stakeholders Relationship Committee, Member c). CSR Committee, Member d). Audit Committee, Member e). Risk Management Committee, Chairman **GFCL EV Products Limited** Audit Committee, Member	**NIL**
The Number of Meetings of the Board Attended during the FY 2025-26	7 (Seven)	2 (Two)
Details of remuneration sought to be paid	NIL	NIL
Remuneration last drawn including sitting fees (₹ In Lakhs)	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative (Father of Mr. Devansh Jain, Director of the Company).	None
Shareholding in the Company including Shareholding as Beneficial Owner.	61,25,931 shares.	1 share.