

# Notice

## INOX WIND LIMITED

(CIN: L31901HP2009PLC031083)

**Registered office:** Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal- 174303, District Una, Himachal Pradesh, India

Telephone: 01975 272001, Fax: 01975 272001

Website: www.inoxwind.com, Email id: contact@inoxwind.com

NOTICE is hereby given to the Members of **Inox Wind Limited** that the Sixth **Annual General Meeting** of the Company will be held at the Registered Office of the Company at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal- 174303, District Una, Himachal Pradesh, India, on Saturday, the 19<sup>th</sup> September, 2015, at 11:00 am, to transact the following business:

### ORDINARY BUSINESS

- To consider and adopt
  - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, the reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the report of the Auditors thereon.
- To appoint a Director in place of Shri Rajeev Gupta (DIN: 01773304) who retires by rotation and being eligible offers himself for re-appointment.
- To appoint Statutory Auditors, to hold office from the conclusion of this Meeting until the conclusion of the Eleventh Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Chandra Prakash Jain (DIN: 00011964), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 153 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 20<sup>th</sup> October, 2019.”
- To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Bindu Saxena DIN: 00167802), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act,

2013 and pursuant to Article 153 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 20<sup>th</sup> October, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including statutory modifications or re-enactment thereof, for the time being in force, Shri Rajeev Gupta (DIN: 01773304) be re-appointed, as Whole-time Director of the Company, liable to retire by rotation, for a further period of one year commencing from 01<sup>st</sup> April, 2015 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Rajeev Gupta, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto ₹ 65 lakhs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company.

In addition to remuneration within the above range, Shri Rajeev Gupta would also be entitled to the Company car with driver, telephone facility, furnished Company owned or leased accommodation, and other perquisites including medical expenses reimbursement and leave travel concession as per the rules of the Company. Use of Car and telephone for the Company’s business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961.

Leave encashment payable in addition to the aforesaid remuneration as per the rules of the Company.

Gratuity payable in addition to the above remuneration at the rate of half month’s salary for each completed year of service.

The above remuneration may be revised in case of annual increment during the year.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

7. To consider and, if, thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 1,87,000 (₹ One Lakh and Eighty Seven Thousands Only) plus service tax as applicable and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s Jain Sharma and Associates, Cost Auditors (Firm Registration no 000270) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31<sup>st</sup> March, 2016, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution."

8. To consider and, if, thought fit, to pass with or without modification the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of sub-section (1) of the Section 197 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act"), Dr S Rama Iyer (DIN: 00076549), Independent Director of the Company be paid remuneration by way of Commission for a period not exceeding 12 months commencing from 1<sup>st</sup> April, 2015 and ending on 31<sup>st</sup> March, 2016, of an amount of ₹ 12,00,000 (₹ Twelve Lakhs only) per annum, out of the Net Profits of the Company computed in the manner referred to in Section 198 of the said Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution."

9. To consider and, if, thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 71, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter collectively referred to as "the Rules") including any Statutory modification/ amendment thereto or re-enactment thereof for the time being in force, the relevant provision(s) of the Memorandum & Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such

modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make an offer(s) or invitation(s) for subscription of Non-convertible Debentures (NCD) including but not limited to Subordinated Debentures, bonds, and/or other debt securities, etc. on Private Placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding ₹1,50,00,00,000 (Rupees One Hundred and Fifty Crores Only), on such terms and conditions, including issue price thereof, and to such person(s) not exceeding two hundred or as permitted under the relevant Rules in this behalf through issue of Private Placement Letter of Offer as the Board deems fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, to appoint intermediaries including but not limited to aranger for the NCD, Law Firm(s) / Legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL / CDSL, Trustee(s), Bankers and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT any one of the Directors or Shri Raju Kaul, Chief Finance Officer of the Company be and are hereby severally authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies."

**By Order of the Board of Directors**

Noida  
27<sup>th</sup> July, 2015

**Ranju Goyal**  
Company Secretary

# Notice

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per item No 4 to 9 hereinabove is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will be closed from 16<sup>th</sup> September, 2015 to 19<sup>th</sup> September, 2015 (both days inclusive).
5. Appointment / Re-appointment of Directors:  
The information required to be provided under Clause 49 of the Listing Agreement in respect of Director/s being appointed / re-appointed is given herein below and also in the Corporate Governance Report:

<b>Name of Director</b>	<b>Shri Rajeev Gupta</b>	<b>Shri Chandra Prakash Jain</b>	<b>Ms Bindu Saxena</b>
Date of Birth and Age	15 <sup>th</sup> December 1958, 56 Years	03 <sup>th</sup> March 1946, 69 Years	20 <sup>th</sup> May 1958, 57 Years
Date of first appointment on the Board	26 <sup>th</sup> November, 2009	21 <sup>st</sup> October 2014	21 <sup>th</sup> October 2014
Directors Identification Number	01773304	00011964	00167802
Qualification	Bachelor's degree in Chemical Engineering from the Indian Institute of Technology, Delhi	Bachelor's degree in commerce from Rajasthan University and a bachelor's degree in law from Agra University. He is a fellow member of the Institute of Chartered Accountants of India.	She has completed her bachelor's in commerce and bachelors of Law from Lucknow University, Lucknow
Experience / Expertise in Specific Functional Area	He has more than 32 years' experience in corporate planning, business and project development, project management, sales, procurement and operations in international and domestic industries. He was involved in setting up GFL's chemical complex at Dahej and production plants for Aditya Birla group, TOA Group of Companies, a Thai group and Lurgi India Private Limited, subsidiary of Lurgi AG, a German engineering company. He has more than five years' experience in the wind industry in various capacities	He is former Chairman and Managing Director of NTPC Limited. He was also the Chairman of the Standing Conference of Public Enterprises (SCOPE) for the period 2003-05. He has been a past member of the Standing Technical Advisory Committee of the Reserve Bank of India, Audit Advisory Board of the Comptroller & Auditor General of India. He has in the past headed the Confederation of Indian Industries (CII's) 'National Committee on Energy'. Presently he is also an Independent Director on the Boards of IL&FS Energy Development Company Limited, Adani Power Limited and PCI Limited. He is also a Member of Advisory Board of Axis Infrastructure Fund.	She has over 25 years of experience as corporate attorney with experience of commercial transactions and projects in India and overseas.

<b>Name of Director</b>	<b>Shri Rajeev Gupta</b>	<b>Shri Chandra Prakash Jain</b>	<b>Ms Bindu Saxena</b>
Directorship held in other Companies	SCC Consulting India Private Limited	<ol style="list-style-type: none"> <li>IIDC Limited</li> <li>PCI Limited</li> <li>AVU Enterprises Private Limited</li> <li>IL&amp;FS Energy Development Company Limited</li> <li>Adani Power Limited</li> <li>Prime Meiden Limited</li> <li>Mumbai Metro One Private Limited</li> <li>Jaiprakash Associates Limited</li> </ol>	<ol style="list-style-type: none"> <li>Nectar Enterprises Pvt. Limited</li> <li>Vis Legis Consult Private Limited</li> <li>Dev Valley Devcon Private Limited</li> <li>Indag Rubber Limited</li> </ol>
Membership / Chairmanship of other Companies	None	<ol style="list-style-type: none"> <li>IIDC Limited Chairman - Audit Committee</li> <li>PCI Limited Member – Audit Committee and Stakeholders' Relationship Committee</li> <li>IL&amp;FS Energy Development Company Limited Member– Audit Committee</li> <li>Adani Power Limited Member– Audit Committee and Stakeholders' Relationship Committee</li> <li>Prime Meiden Limited Member– Audit Committee</li> <li>Mumbai Metro One Private Limited Member– Audit Committee</li> </ol>	None
The Number of Meeting of the Board Attended during the year	7	1	3
Remuneration last drawn	₹ 59.11 lakhs P.A.	₹ 0.80 lakhs	₹ 1.00 lakh
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Shareholding in the Company	630 Equity Shares	Nil	Nil

6. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Reports for Financial Year 2014- 2015 of the Company has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses was made available to us by the Depositories Participants. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Registrar and Share Transfer Agents of the Company.

7. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility to all members which has been provided through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the company for your participation in e-voting on the resolutions placed by the company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. **E-voting is optional.** The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 12<sup>th</sup> September, 2015;

# Notice

- (i) The voting period begins on 16<sup>th</sup> September, 2015 at 09:00 am and ends on 18<sup>th</sup> September, 2015 at 5:00 pm. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 12<sup>th</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

## For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in PAN field.</li></ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"><li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant INOX WIND LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and

- register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- I. The voting period begins on 16<sup>th</sup> September, 2015 at 09:00 am and ends on 18<sup>th</sup> September, 2015 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - II. The voting rights of Shareholders shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of 12<sup>th</sup> September, 2015. For all others who are not holding shares as on 12<sup>th</sup> September, 2015 and receive the Annual Report of the Company, the same is for their information.
  - III. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
  - IV. M/s Dayal & Maur, Practicing Company Secretary (Certificate of Practice Number 7041) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
  - V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make' not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
  - VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.inoxwind.com](http://www.inoxwind.com) and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited.
8. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., Link Intime India Private Limited, Unit: Inox Wind Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase-1, Near PVR Naraina, New Delhi - 110028, Delhi, India, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
  9. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
  10. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
  11. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
  12. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
  13. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office's 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 Office of the Company situated at INOX Towers, Plot No. 17, Sector -16A, Noida – 201301 , Uttar Pradesh and also at the Meeting.
  14. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

# Notice

## ANNEXURE TO THE NOTICE

THE STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

### ITEMS NO. 4 AND 5

Shri Chandra Prakash Jain (DIN: 00011964), and Ms. Bindu Saxena (DIN: 00167802) are appointed on the Board of the Company as Independent Directors for a tenure of five years.

It is proposed to appoint Shri Chandra Prakash Jain and Ms. Bindu Saxena as Independent Directors under Section 149 of the Companies Act, 2013 (Act) and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to 20<sup>th</sup> October, 2019 and they shall not be included in the total number of Directors liable to retire by rotation at the Annual General Meeting.

Shri Chandra Prakash Jain and Ms. Bindu Saxena have given a declaration to the Board that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. Further, Shri Chandra Prakash Jain and Ms. Bindu Saxena have given declarations to the Board that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Company has received notices in writing from Members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Chandra Prakash Jain and Ms. Bindu Saxena for the office of Directors of the Company.

The matter regarding appointment of Shri Chandra Prakash Jain and Ms. Bindu Saxena as Independent Directors was placed before the Nomination and Remuneration Committee and it has recommended their appointment.

In the opinion of the Board, Shri Chandra Prakash Jain and Ms. Bindu Saxena fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Chandra Prakash Jain and Ms. Bindu Saxena are independent of the management.

Brief resume of Shri Chandra Prakash Jain and Ms. Bindu Saxena, nature of their experience in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided the Note No. 5 of the Notice.

Copy of the letters for respective appointments of Shri Chandra Prakash Jain and Ms. Bindu Saxena as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Chandra Prakash Jain and Ms. Bindu Saxena are interested in the resolutions set out respectively at Items No 4 and 5 of the Notice with regard to their respective appointments. The relatives of Shri Chandra Prakash Jain and Ms. Bindu Saxena may be deemed to be interested in the resolutions set out respectively at Items No 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors recommend the Resolutions as stated at Items No. 4 and 5 of the Notice for approval of the Members by way of Ordinary Resolutions.

### ITEM NO 6

At the Fifth Annual General Meeting of the Company, the Members had re-appointed Shri Rajeev Gupta (DIN: 01773304) as a Whole-time Director of the Company for a period of one year from 01<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015. It is desirable that the Company should continue to avail the services of Shri Rajeev Gupta as a Whole-time Director of the Company, on the terms as contained in the Resolution.

The matter regarding re-appointment of Shri Rajeev Gupta as Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended his re-appointment.

In compliance of Section 196, 197,203 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Shri Rajeev Gupta as Whole-time Director of the Company for a period of one year with effect 01<sup>st</sup> April, 2015 is being placed before the Members for their approval.

Brief resume of Shri Rajeev Gupta, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided at Note No. 5 of the Notice.

Shri Rajeev Gupta is interested in the resolution set out respectively at Item No 6 of the Notice with regard to his re-appointment. The relatives of Shri Rajeev Gupta may be deemed to be interested in the resolution set out respectively at Item No 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors recommend the Resolution as stated at Item No 6 of the Notice for approval of the Members by way of an Ordinary Resolution.

### ITEM NO 7

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Directors recommend the Resolution as stated at Item No 7 of the Notice for approval of the Members by way of an Ordinary Resolution.

#### **ITEM NO. 8**

Section 197 of the Companies Act, 2013 permits payment of remuneration to a Director who is not in whole time employment of the Company, with the approval of the Members in General Meeting.

Dr S Rama Iyer, Director of the Company, has given valuable guidance to the Company on various aspects of general management, corporate governance and business. It is, therefore, propose to pay him an annual commission permissible under Section 197 of the Companies Act, 2013.

The matter regarding remuneration by way of Commission to Dr S Rama Iyer was placed before the Nomination and Remuneration Committee and it has recommended remuneration by way of Commission for a period not exceeding 12 months commencing from 1<sup>st</sup> April, 2015 and ending on 31<sup>st</sup> March, 2016.

In compliance of Section 197 of the Companies Act, 2013 and Rules framed thereunder, remuneration by way of Commission for a period not exceeding 12 months commencing from 1<sup>st</sup> April, 2015 and ending on 31<sup>st</sup> March, 2016 to Dr S Rama Iyer, is being placed before the Members for their approval.

Dr S Rama Iyer is interested in the resolution set out respectively at Item No 8 of the Notice with regard to payment of commission to him. The relatives of Dr S Rama Iyer may be deemed to be interested in the resolution set out respectively at Item No 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Directors recommend the Resolution as stated at Item No 8 of the Notice for approval of the Members by way of a Special Resolution.

#### **ITEM NO. 9**

As per section 42 of the Act read with Rule No. 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (hereinafter referred to as "the Rules"), a Company offering or inviting an offer to subscribe to Non-Convertible Debentures ('NCDs') on a Private Placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs during the year.

The Company may consider an issue of Non-convertible Debentures (NCD) including Subordinated Debentures, Bonds, and/ or other debt securities, etc., in future, for an amount not exceeding ₹1,50,00,00,000 (Rupees One Hundred and Fifty Crores Only) on a Private Placement basis, in one or more tranches, in order to meet the fund requirements of corporate and other general business purposes of the Company. The issue price of the said NCD shall be based on the market trend and Company's negotiations with the prospective buyer(s) for the same on Private Placement basis as evaluated and determined by the Board of Directors of the Company at the time of such issue.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules framed thereunder as set out in Resolution No. 9 appended to this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The directors recommend the Resolution as stated at Item no. 9 of the Notice for approval of the Members by way of a Special Resolution.

**By Order of the Board of Directors**

Noida  
27<sup>th</sup> July, 2015

**Ranju Goyal**  
Company Secretary



**INOX WIND LIMITED**  
(CIN: L31901HP2009PLC031083)

**Registered office:** Plot No. 1, Khasra Nos. 264 to 267, Industrial Area,  
Village Basal- 174303, District Una, Himachal Pradesh, India

Telephone: 01975 272001, Fax: 01975 272001  
Website: www.inoxwind.com, Email id: contact@inoxwind.com

**ATTENDANCE SLIP**

(To be handed over at the entrance of Meeting Hall)

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my/our presence at the 6<sup>th</sup> Annual General Meeting of the Company at the Registered Office of the Company at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal- 174303, District Una, Himachal Pradesh, India on Saturday, the 19<sup>th</sup> September, 2015 at 11:00 am

Member's Name and Address details	
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DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

\* Applicable only for Investors holding shares in Electronic Form.

**Note:** Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.  
Share holders attending the meeting are requested to bring their copies of the Annual Report with them.

\_\_\_\_\_  
Member's/Proxy's Signature

# Route Map



