

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/ Fax: +91 1975 - 272001

Website: www.inoxwind.com Email: investors.iwl@inoxwind.com

NOTICE is hereby given to the Members of **Inox Wind Limited** that the **Eighth Annual General Meeting** of the Company will be held at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh, India on Tuesday, the 26th September, 2017 at 11:00 A.M., to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the report of the Auditors thereon.

2. RE-APPOINTMENT OF SHRI SIDDHARTH JAIN AS DIRECTOR OF THE COMPANY

To appoint a Director in place of Shri Siddharth Jain (DIN: 00030202) who retires by rotation and being eligible offers himself for re-appointment.

3. RATIFICATION OF APPOINTMENT OF INDEPENDENT STATUTORY AUDITORS OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

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

"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, the appointment of Patankar & Associates, Chartered Accountants, Pune (Firm Registration No. 107628W), as Statutory Auditors of the Company be and is hereby ratified from the conclusion of the Eighth Annual General Meeting till the conclusion of Ninth Annual General Meeting and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration based on the recommendations of the Audit Committee including reimbursement of out of pocket expenses, as may be incurred in connection with the audit of the Accounts for the Financial Year ending on 31st March, 2018."

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SPECIAL BUSINESS

4. RE-APPOINTMENT OF SHRI DEVANSH JAIN AS WHOLE-TIME DIRECTOR OF THE COMPANY AND APPROVE PAYMENT OF REMUNERATION TO HIM

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 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 Devansh Jain (DIN: 01819331) be and is hereby re-appointed as Whole-time Director of the Company, for a further period of five years commencing from 1st November, 2017 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 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 Devansh Jain, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof:

REMUNERATION:

Basic pay ₹ 6,00,000 per month in the grade of ₹ 5,00,000 – 50,000 – 7,50,000

House rent allowance ₹ 1,00,000 per month

In addition to the above remuneration, Shri Devansh Jain would also be entitled to the Company’s car with driver, telephone facility, contribution to provident fund 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.

COMMISSION:

Equivalent to four per cent of the net profits of the Company per annum, or pro-rata for a part of the year subject to maximum limit of ₹ 1 Crore per annum or pro-rata for the part of the year.

However, the overall remuneration to Shri Devansh Jain shall not exceed the limits specified under section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.”

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

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5. RE-APPOINTMENT OF SHRI RAJEEV GUPTA AS WHOLE-TIME DIRECTOR OF THE COMPANY AND RATIFICATION OF REMUNERATION PAID FOR THE FINANCIAL YEAR 2016-17

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 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 any statutory modification(s) or re-enactment thereof, for the time being in force, and pursuant to the recommendations of the Board of Directors and Nomination and Remuneration Committee and in partial modification of resolution passed at the Annual General Meeting held on 22nd September, 2016, revision in payment of additional remuneration of ₹ 46.15 Lakh to Shri Rajeev Gupta (DIN: 01773304) for the period from 1st April, 2016 to 31st March, 2017 be and is hereby ratified."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 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 and is hereby re-appointed as Whole-time Director of the Company, for a further period of one year commencing from 1st April, 2017 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 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 modification(s) thereof:

Remuneration of upto ₹ 90 Lakh 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 for the time being in force.

In addition to remuneration within the above range, Shri Rajeev Gupta would also be entitled to the Company's 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.

However, the overall remuneration to Shri Rajeev Gupta shall not exceed the limits specified under section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof."

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

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6. APPOINTMENT OF SHRI VENKATANARAYANAN SANKARANARAYANAN AS AN INDEPENDENT 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 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Venkatanarayanan Sankaranarayanan (DIN: 01184654), who was appointed as an Independent Director of the Company to fill the casual vacancy caused by resignation of Dr. S. Rama Iyer (DIN: 00076549) Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office till the original term of Dr. S. Rama Iyer i.e. for a term upto 31st March, 2019.”

7. RATIFICATION OF REMUNERATION OF M/S JAIN SHARMA AND ASSOCIATES (FIRM REGISTRATION NO. 000270), COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18

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 Sections 141, 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 (Rupees One Lakh and Eighty Seven Thousand Only) plus tax 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 31st March, 2018, be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby 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.”

By Order of the Board of Directors

Place : Noida
Date: 9th August, 2017

Deepak Banga
Company Secretary

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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 SHARECAPITAL 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 FOR ANY OTHER PERSON OR MEMBER.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item No. 4 to 7 hereinabove is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 21st September, 2017 to Tuesday, 26th September, 2017 (both days inclusive).
5. Appointment / Re-appointment of Directors:

The information required to be provided under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director(s) being appointed / re-appointed is given herein below and also in the Corporate Governance Report:

Name of Director	Shri Siddharth Jain	Shri Devansh Jain	Shri Rajeev Gupta	Shri Venkatanarayanan Sankaranarayanan
Age and Date of Birth	38 Years, 21 st September, 1978	30 Years, 13 th October, 1986	58 Years, 15 th December, 1958	60 Years, 14 th July, 1957
Date of first appointment on the Board	25 th April, 2009	25 th April, 2009	26 th November, 2009	02 nd September, 2016
Directors Identification Number	00030202	01819331	01773304	01184654
Qualification	Bachelor's degree in Mechanical Engineering from the University of Michigan Ann Arbor, USA and holds a Masters degree in Business Administration from INSEAD, France.	Double Major in Economics and Business Administration from Carnegie Mellon University, Pittsburgh, USA	B. Tech. (Chemical Engineering) from the Indian Institute of Technology, Delhi	Commerce Graduate from Madurai University.
Experience/ Expertise in Specific Functional Area	He has over 12 years of work experience in various management positions in the Inox Group.	He has over 9 years of work experience in various management positions. He has been spearheading Inox Group's foray into the wind energy sector.	He has more than 36 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	He has wide exposure and experience of over 31 years in Finance and Taxation.

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Name of Director	Shri Siddharth Jain	Shri Devansh Jain	Shri Rajeev Gupta	Shri Venkatanarayanan Sankaranarayanan
			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 eight years' experience in the wind industry in various capacities.	
Directorship held in other Companies	<ol style="list-style-type: none"> Inox Leisure Limited Inox Consumer Products Private Limited Devansh Gases Private Limited Inox Air Products Private Limited Megnasolace City Private Limited Inox Leasing and Finance Limited Rajni Farm Private Limited Inox FMCG Private Limited Inox India Private Limited 	<ol style="list-style-type: none"> Inox Consumer Products Private Limited Inox Renewables Limited Inox Renewables (Jaisalmer) Limited Inox Leasing and Finance Limited Inox FMCG Private Limited 	SCC Consulting India Private Limited	<ol style="list-style-type: none"> A & A Mines and Minerals Private Limited Inox Renewables Limited Inox Renewables (Jaisalmer) Limited Inox Wind Infrastructure Services Limited RTC Restaurants (India) Limited Triumph Trading Limited Triumph Properties Limited Nature Morte Art Limited
Membership/ Chairmanship of Committees in other Companies	<p>Inox Leisure Limited</p> <ol style="list-style-type: none"> Stakeholders' Relationship Committee, Member Compensation, Nomination & Remuneration Committee, Member <p>Inox Leasing and Finance Limited</p> <ol style="list-style-type: none"> Share Transfer & Stakeholders Relationship Committee, Member Audit Committee, Member Corporate Social Responsibility Committee, Member <p>Inox India Private Limited</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee, Member <p>Inox Air Products Private Limited</p> <ol style="list-style-type: none"> Share Transfer & Stakeholders Relationship Committee, Member Audit Committee, Member Corporate Social Responsibility Committee, Member Operations Committee of Board of Directors, Member 	<p>Inox Renewables Limited</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee, Chairman Nomination and Remuneration Committee, Member IRL Committee of Board of Directors for Operations, Member <p>Inox Renewables (Jaisalmer) Limited</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee, Chairman Nomination and Remuneration Committee, Member IRJL Committee of Board of Directors for Operations, Member 	None	<p>Inox Wind Infrastructure Services Limited</p> <ol style="list-style-type: none"> Audit Committee, Member Nomination and Remuneration Committee, Member <p>Inox Renewables Limited</p> <ol style="list-style-type: none"> Audit Committee, Member Nomination and Remuneration Committee, Member <p>Inox Renewables (Jaisalmer) Limited</p> <ol style="list-style-type: none"> Audit Committee, Member Nomination and Remuneration Committee, Member
The Number of Meeting of the	1	6	5	3

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Name of Director	Shri Siddharth Jain	Shri Devansh Jain	Shri Rajeev Gupta	Shri Venkatanarayanan Sankaranarayanan
Board attended during the year				
Remuneration last drawn	₹ 0.20 Lakh (Sitting Fees)	₹ 120.64 Lakh P.A.	₹126.15 Lakh P.A.	₹ 0.60 Lakh (Sitting Fees)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None
Shareholding in the Company	Nil	Nil	630 Equity Shares	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 Report of the Company for the Financial Year 2016-17 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 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all members 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 Members/ beneficial owners shall be reckoned on the equity shares held by them as on 20th September, 2017;
- (i) The voting period begins on Saturday, 23rd September, 2017 at 9:00 A.M. and ends on Monday, 25th September, 2017 at 5:00 P.M. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Members should log on to the e-voting website www.evotingindia.com
 - (iii) Click on "Members" 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 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:

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For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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).

- (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 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 a Demat account holder has forgotten the login 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) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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- (xix) Note for Non – Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting user manual for Shareholders available at the website www.evotingindia.com, under help section or contact Shri Rakesh Dalvi, Dy. Manager, CDSL, 17th Floor, P J Towers, Dalal Street, Mumbai – 400001, email: helpdesk.evoting@cdslindia.com, Tel: 1800-200-5533.
- I. The voting period begins on Saturday, 23rd September, 2017 at 09:00 A.M. and ends on Monday, 25th September, 2017 at 5:00 P.M. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. The voting rights of Members shall be in proportion to their shares of the Paid - up Equity Share Capital of the Company as on the cut-off date of 20th September, 2017. For all others who are not holding shares as on 20th September, 2017 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 NSP & Associates, Practising Company Secretaries, New Delhi (Unique Code of Sole Proprietorship Concern: S2013DE215000) 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 and on the website of CDSL and shall be communicated to 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, 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 Corporate Office, so as to enable the Company to keep the information ready.

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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 on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 01:00 P.M. upto one day prior to this Meeting and at the venue of AGM on the day of the Meeting. Copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at INOX Towers, Plot No. 17, Sector -16A, Noida – 201301, Uttar Pradesh.
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.
15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent, M/s Link Intime India Private Limited, quoting their Folio number

ANNEXURE TO THE NOTICE

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

ITEM NO 4

At the Extra-ordinary General Meeting of the Company held on 24th November, 2012, the Members had appointed Shri Devansh Jain (DIN: 01819331) as Whole-time Director of the Company for a period of five years from 01st November, 2012 to 31st October, 2017. It is desirable that the Company should continue to avail the services of Shri Devansh Jain as a Whole-time Director of the Company, on the terms as contained in the Resolution.

The matter regarding re-appointment of Shri Devansh Jain as Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended his re-appointment on the terms and conditions as mentioned in the Resolution.

In compliance with Sections 196, 197 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Shri Devansh Jain as Whole-time Director of the Company for a period of five years with effect from 01st November, 2017 is being placed before the Members for their approval.

Brief resume of Shri Devansh Jain, 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 Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at Note No. 5 of the Notice.

Shri Devansh Jain is interested in the resolution set out at Item No.4 of the Notice with regard to his re-appointment. The relatives of Shri Devansh Jain may also be deemed to be interested in this resolution, 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 this resolution.

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

ITEM NO 5

At the Seventh 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 1st April, 2016 to 31st March, 2017. 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 Board of Directors in their meeting held on 3rd February, 2017, based on the recommendations of the Nomination and Remuneration Committee, and it has recommended his re-appointment on the terms and conditions as mentioned in the Resolution.

In compliance with Sections 196, 197 read with Schedule V of the Companies Act, 2013 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 from 1st April, 2017 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 Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are provided at Note No. 5 of the Notice.

ANNEXURE TO THE NOTICE

Further, the Board of Directors at its meeting held on 3rd February, 2017 had passed a resolution for revision in the salary of Shri Rajeev Gupta for the Financial Year 2016-17 to ₹ 126.15 Lakh per annum (including special incentive) from ₹ 80 Lakh per annum, subject to the approval of the Members of the Company.

Shri Rajeev Gupta is interested in the resolution set out at Item No.5 of the Notice with regard to his re-appointment and revision of remuneration. The relatives of Shri Rajeev Gupta may also be deemed to be interested in this resolution, 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 this resolution.

The Directors recommend the Resolution as stated at Item No.5 of the Notice for approval of the Members by way of a Special Resolution.

ITEM NO 6

Shri Venkatanarayanan Sankaranarayanan (DIN: 01184654) was appointed on the Board of the Company as an Independent Director to fill the casual vacancy caused by the resignation of Dr. S. Rama Iyer (DIN:00076549) for a term upto 31st March, 2019.

It is proposed to appoint Shri Venkatanarayanan Sankaranarayanan as an Independent Director under Section 149 and 152 of the Companies Act, 2013 ('Act') to hold office till the original term of Dr. S. Rama Iyer i.e. for a term upto 31st March, 2019. He shall not be included in the total number of Directors liable to retire by rotation at the Annual General Meeting.

Shri Sankaranarayanan has given a declaration to the Board that he is not disqualified from being appointed as an Independent Director in terms of Sections 149, 164 and other applicable provisions of the Act read with Rules framed thereunder and has given his consent to act as a Director. Further, Shri Sankaranarayanan has given a declaration to the Board that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The matter regarding appointment of Shri Venkatanarayanan Sankaranarayanan as an Independent Director was placed before the Board of Directors in their meeting held on 2nd September, 2016, based on the recommendations of the Nomination and Remuneration Committee, and it has recommended his appointment.

In the opinion of the Board, Shri Sankaranarayanan fulfills the conditions for appointment as an Independent Director as specified in the Act. Shri Sankaranarayanan is independent of the management.

Brief resume of Shri Venkatanarayanan Sankaranarayanan, 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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Note No. 5 of the Notice.

A copy of the letter of appointment of Shri Venkatanarayanan Sankaranarayanan as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company.

Shri Venkatanarayanan Sankaranarayanan is interested in the resolution with regard to his appointment. The relatives of Shri Sankaranarayanan may also be deemed to be interested in this resolution, 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 this resolution.

ANNEXURE TO THE NOTICE

The Board 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 Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being 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 of the Company for the Financial Year ending 31st March, 2018.

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.

By Order of the Board of Directors

Place: Noida
Date: 9th August, 2017

Deepak Banga
Company Secretary

ATTENDANCE SLIP

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

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/ Fax:+91 1975 - 272001

Website: www.inoxwind.com **Email:** investors.iwl@inoxwind.com

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

I hereby record my/our presence at the **8th Annual General Meeting of the Company at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh, India on Tuesday, the 26th September, 2017 at 11:00 A.M.**

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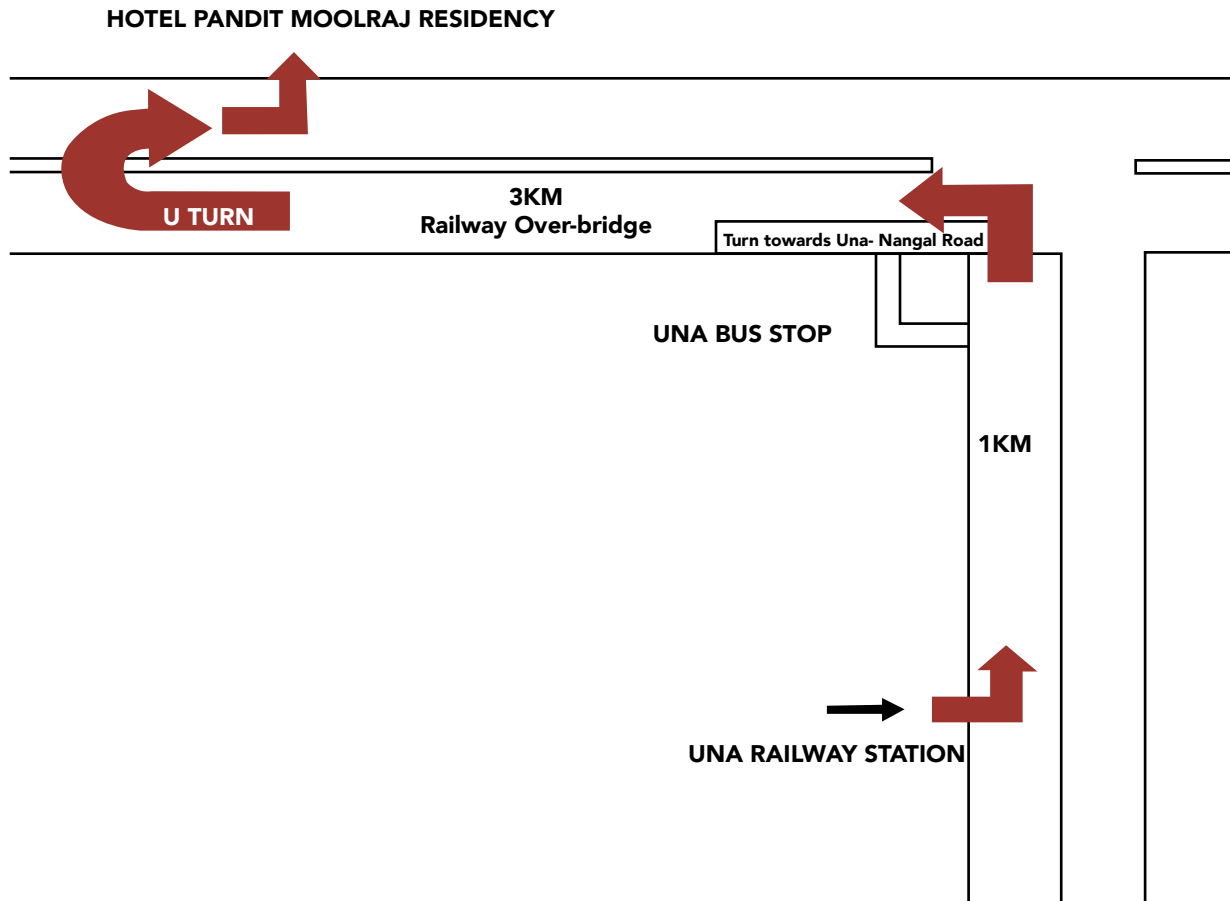
DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

* 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



PROXY FORM

[FORM NO. MGT-11]

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

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/ Fax: +91 1975 - 272001

Website: www.inoxwind.com **Email:** investors.iwl@inoxwind.com

Eighth Annual General Meeting – 26th September, 2017

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 8th Annual General Meeting of the Company, to be held on Tuesday, 26th September, 2017 at 11:00 A.M. at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares) (See Note 2)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the <ul style="list-style-type: none"> Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the report of the Auditors thereon. 			
2.	Appointment of Director in place of Shri Siddharth Jain, who retires by rotation and, being eligible, seeks re-appointment.			
3.	Ratification of appointment of Independent Statutory Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.			
Special Business				
4.	Re-appointment of Shri Devansh Jain as Whole-time Director of the Company and approve payment of remuneration to him			
5.	Re-appointment of Shri Rajeev Gupta as Whole-time Director of the Company and ratification of remuneration paid for the Financial Year 2016-17.			
6.	Appointment of Shri Venkatanarayanan Sankaranarayanan as an Independent Director of the Company.			
7.	Ratification of remuneration of M/s Jain Sharma & Associates, Cost Auditors of the Company for the Financial Year 2017-18.			

Signed this _____ day of _____ 2017.

Signature of Members_____
Signature of Proxy Holder(s)

Affix a Revenue Stamp not less than ₹ 1
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NOTES:

- 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.
- 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.