



## 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](http://www.inoxwind.com); **Email:** [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)

### NOTICE OF POSTAL BALLOT

(Issued to the Members pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and "MCA Circulars" as defined below)

**Dear Member(s),**

**Notice** is hereby given under Section 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations"), that the resolution appended below is proposed to be passed by the Members of Inox Wind Limited ("the Company") as a Special Resolution through Postal Ballot by voting through electronic means ("remote e-voting") only. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Notice ("Postal Ballot Notice") for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system.

If the e-mail address is not registered with the Company/ Depositories, the shareholders are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Board of Directors of the Company now propose to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolution appended below.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

#### SPECIAL BUSINESS

##### ITEM NO. 1

**To consider and approve shifting of the Registered Office of the Company from the "State of Himachal Pradesh" to the "State of Gujarat" and amendment of Clause II of Memorandum of Association of the Company**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government and/ or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Himachal Pradesh to the State of Gujarat.”

**“RESOLVED FURTHER THAT** the Registered Office Clause (Clause II) of the Memorandum of Association of the Company be substituted by the following Clause:

‘II. The Registered Office of the Company will be situated in the State of Gujarat.’ ”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/ consultants and advisors and to file applications/ petitions, issue notices, advertisements, obtain orders for shifting of the Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

By Order of the Board of Directors  
For **Inox Wind Limited**

Sd/-

Deepak Banga

**Company Secretary**

ICSI Membership No.: A12716

**Place:** Noida

**Date :** 26<sup>th</sup> May, 2021

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof in respect of the proposed Special Business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, 21<sup>st</sup> May, 2021.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories as on the cut-off date which is Friday, 21<sup>st</sup> May, 2021. Members may note that the Postal Ballot Notice will also be available on the website of the Company at [www.inoxwind.com](http://www.inoxwind.com) under ‘Investor Relations’ section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
4. **Process for temporary registering e-mail addresses to receive this Notice electronically and cast votes electronically:**
  - A. For Members holding shares in Physical – please provide necessary details like Folio No., Name of Member, scanned copy of the Share Certificate (front and back), PAN (self-

- attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)/ RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- B. For Members holding shares in Demat - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company at [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)/ RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
5. It is clarified that for permanent registration, Members are requested to register/ update their e-mail address with their Depository Participant(s), in case they have not already registered/ updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agent (the "RTA"), i.e. M/s. Link Intime India Private Limited by sending email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or the Depository Participant(s).
6. 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 the Listing Regulations, as amended and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business mentioned in this Postal Ballot Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a Member using remote e-voting system will be provided by CDSL.
7. Voting rights of each Member shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut-off date which is Friday, 21<sup>st</sup> May, 2021.
8. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. **The remote e-voting period commences on Wednesday, 02<sup>nd</sup> June, 2021 at 9:00 A.M. (IST) and ends on Thursday, 01<sup>st</sup> July, 2021 at 5:00 P.M. (IST), both days inclusive.**
11. The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of Postal Ballot remote e-voting i.e. Thursday, 01<sup>st</sup> July, 2021. Further, resolution passed by the Members through e-voting are deemed to have been passed effectively at a General Meeting.
12. Please note that e-voting module will be disabled for voting by CDSL after the said date and time.
- During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Friday, 21<sup>st</sup> May, 2021 ('cut-off date'), may cast their vote electronically. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
13. **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
- (i) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab.
  - (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) 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.
- (vi) If you are a first time user follow the steps given below:

|   | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|---|--|
| <b>PAN</b>  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat Members as well as physical Members).<br>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company at <a href="mailto:investors.iwl@inoxwind.com">investors.iwl@inoxwind.com</a> / RTA at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> . |
| <b>Dividend Bank Details OR Date of Birth (DOB)</b> | Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.<br>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 (iii).  |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 linked in the login should be emailed 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and to the Company at [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com), if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or 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 send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058738/ 42.

14. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company (the "RTA"), i.e. M/s. Link Intime India Private Limited by sending email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), for 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. Further, Members may note that Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market.
15. Mr. Barinder Singh Maur [ICSI Membership No.: FCS 6544 and CP: 7041], Partner of M/s. Dayal & Maur, Practicing Company Secretaries, New Delhi have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting period, shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer shall submit his report to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
17. **The results of the Postal Ballot will be announced on or before Friday, 02<sup>nd</sup> July, 2021.**
18. 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 at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The Company will also display the results of the Postal Ballot on the notice boards of its Registered Office and Corporate Office.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (the "Act")**

The following statement sets out all material facts relating to Special Business under Item No. 1 of the accompanying Notice dated 26<sup>th</sup> May, 2021:

### **ITEM NO. 1**

Presently, the Registered Office of the Company is situated at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal- 174303, District Una in the State of Himachal Pradesh where it had established its first manufacturing facility of making components of Wind Turbine Generators. Subsequently, the Company established two other state-of-the-art manufacturing Plants for manufacture of Wind Turbine Generators and its components, one at Rohika Village in the State of Gujarat and other at Barwani Village in the State of Madhya Pradesh which is close to the Company's

manufacturing Plant in the State of Gujarat, with a view to have effective co-ordination of activities amongst manufacturing Plants. Further, the Company has also set up a facility for manufacturing nacelles and hubs at Bhuj in the State of Gujarat. Also, the Company's Holding Company and various subsidiaries have established their Registered Offices and projects in the State of Gujarat.

In order to exercise better administrative, operational and economic control and enable the Company to rationalize and streamline its operations as well as for better management of affairs of its business, the Board of Directors of the Company by way of resolution passed by circulation on 26<sup>th</sup> May, 2021, subject to requisite approvals, has approved the shifting of the Registered Office of the Company from the State of Himachal Pradesh to the State of Gujarat. The shifting of the Registered Office as aforesaid is in the best interest of the Company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

Pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of the Registered Office Clause (Clause II) of the Memorandum of Association of the Company requires the approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the Members is being sought by way of a Special Resolution through Postal Ballot for shifting of the Registered Office from the State of Himachal Pradesh to the State of Gujarat and consequential amendment to Memorandum of Association.

A copy of the Postal Ballot Notice is available on the websites of the Company, [www.inoxwind.com](http://www.inoxwind.com); Central Depository Services (India) Limited, [www.evotingindia.com](http://www.evotingindia.com); The National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and BSE Limited, [www.bseindia.com](http://www.bseindia.com).

The Board recommends passing of the aforesaid resolution set out at Item No. 1 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors  
For **Inox Wind Limited**

**Place:** Noida  
**Date :** 26<sup>th</sup> May, 2021

*Sd/-*  
Deepak Banga  
**Company Secretary**  
ICSI Membership No.: A12716