



## **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)

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### **NOTICE OF 10<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the **10<sup>th</sup> Extra-Ordinary General Meeting** of the Members of **Inox Wind Limited** will be held on **Friday, 1<sup>st</sup> December, 2023 at 12:30 P.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

#### **SPECIAL BUSINESS**

##### **Item No. 1:**

**Approval for issuance of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares to Inox Wind Energy Limited, Promoter of the Company, for cash consideration aggregating upto Rs. 500 Crores on private placement basis**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, as may be amended from time to time and the enabling provisions of the Memorandum and Articles of Association of the Company and the regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as the “Board”) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Members of the Company be and is hereby accorded to the Board (which term shall be deemed to include its Committee viz. IWL Committee of the Board of Directors for Operations) to offer, issue and allot upto 50,00,00,000 (Fifty Crores) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of face value of Rs. 10 each of the Company (“NCPRPS”), fully paid up, at par, to Inox Wind Energy Limited (“IWEL”) (CIN: L40106HP2020PLC010065), Promoter of the Company, for cash consideration for an aggregate value not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crores only), in one or more tranches, from time to time, as may be decided by the Board under this offer, on a private placement basis.”

**“RESOLVED FURTHER THAT** the NCPRPS shall not be listed with any Stock Exchange.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the terms of issue of NCPRPS shall be as follows:

- (i) NCPRPS shall rank for dividend in priority to the Equity Shares of the Company;

- (ii) The holders of NCPRPS will be entitled to receive a participatory dividend in a financial year in which the Company pays dividend to its equity shareholders (Participatory dividend). Such participatory dividend will be payable at the same rate as the dividend paid on the equity shares;
- (iii) NCPRPS shall, in case of winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares and shall also be entitled to participation in profits or assets or surplus funds, on the event of winding-up which may remain after the entire capital has been repaid;
- (iv) Holders of NCPRPS shall be paid dividend on a noncumulative basis;
- (v) NCPRPS shall not be convertible into Equity Shares;
- (vi) NCPRPS shall not carry any voting rights;
- (vii) NCPRPS shall be redeemable at par at the option of either the Preference Shareholder or the Company, at any time within a period not exceeding 5 (five) years from the date of allotment as per the provisions of the Companies Act, 2013.”

**“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 severally authorized on behalf of the Company to decide and approve the other terms and conditions of the issue of NCPRPS and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (“Listing Regulations”), applicable SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/ consultants and advisors and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit 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 for the purpose of giving effect to this resolution.”

## **Item No. 2:**

### **Approval of Material Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company’s ‘Policy on Materiality of Related Party Transactions’ and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as “Board”) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, the approval of the Members of the Company be and is hereby accorded to the Board (which term shall be deemed to include IWL Committee of the Board of Directors for Operations) to enter into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed below, with IGREL Renewables Limited (CIN: U35100GJ2023PLC145563), a related party as per Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as it is also controlled and owned by the significant beneficial owners of the Company and with Inox Wind Energy Limited (CIN: L40106HP2020PLC010065), Promoter of the Company, a related party, on such terms and conditions as may be decided by the Board and as mutually agreed between the Company and the related party, subject to such transaction(s)/ contract(s)/ arrangement(s) being carried out at arm’s length and in the ordinary course of business of the Company:

S.No.	Name of the Related Party and Relationship	Description of the contract(s)/arrangement(s)/ transaction(s)	Duration of the Contract/ Arrangement	Max. comprehensive value of contract(s)/ arrangement(s) / agreement(s) (Amount in Rs. Crores)
1.	IGREL Renewables Limited—a company controlled and owned by the significant beneficial owners of the Company	Sale/ supply of Wind Turbine Generators (WTGs) and related components/transactions with total capacity of 201 MW.	WTGs shall be supplied over a period of 2 years, subject to extension of time as agreed between the parties.	1,600
2.	Inox Wind Energy Limited, Promoter of the Company	Receipt of inter-corporate deposits	Upto the next Annual General Meeting of the Company to be held in the year 2024	500
		Issuance of 0.01% Non Convertible, Non Cumulative, Participating Redeemable Preference Shares of face value of Rs. 10/- each ('NCPRPS') on a private placement basis, from time to time in one or more tranches	Within a period of 12 months from the date of passing of this resolution	500*

\* specific transaction

notwithstanding the fact that all such transaction(s)/ contract(s)/arrangement(s)/ agreement(s), whether individually and/ or in the aggregate, may exceed either Rupees 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, or any other materiality threshold applicable under current or future laws/ regulations.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to finalise the terms and conditions of the transaction(s) with the related parties within the aforesaid limits, do any modification(s)/ amendment(s)/ alteration(s) thereof from time to time and to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution without being required to seek any further consent or approval of the Members of the Company.”

### Item No. 3:

#### Approval for increase of Authorised Share Capital of the Company and consequently alteration of Share Capital Clause of the Memorandum of Association of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the Rules framed thereunder and in accordance

with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) and 150,00,00,000 (One Hundred and Fifty Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 1500,00,00,000/- (Rupees Fifteen Hundred Crores only) to Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) and 200,00,00,000 (Two Hundred Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) by creation of 50,00,00,000 (Fifty Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only), ranking pari passu in all respects with the existing Preference Shares of the Company.”

**"RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) and 200,00,00,000 (Two Hundred Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) with power to increase or reduce the capital of the Company, divide the shares in the capital for the time being, into several classes to attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions, as may be determined by or in accordance with Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be, for the time being, stated in the Articles of Association of the Company.”

**“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 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**

*Sd/-*

**Deepak Banga**

Company Secretary

ICSI Membership No.: ACS 12716

**Place:** Noida

**Date :** 7<sup>th</sup> November, 2023

## Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020 and No. 9/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 (collectively referred to as 'SEBI Circulars') permitted the holding of the Extra-Ordinary General Meeting ('EGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the **10<sup>th</sup> Extra-Ordinary General Meeting** (the "EGM" or the "Meeting") of the Members of **Inox Wind Limited** (the "Company") is scheduled to be held on **Friday, 1<sup>st</sup> December, 2023 at 12:30 P.M.** through VC/ OAVM. Accordingly, the Members can attend and participate in the ensuing EGM through VC/ OAVM. They can also vote on the items to be transacted at the Meeting as mentioned in this Notice through electronic voting process ("e-Voting") via remote e-Voting or e-Voting during the EGM by following the procedure as detailed below in Note Nos. 9 to 15.
3. The attendance of the Members participating in the EGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS MENTIONED ABOVE THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY OF APPOINTMENT OF PROXIES BY THE MEMBERS TO ATTEND AND VOTE AT THE EGM IS NOT AVAILABLE FOR THIS EGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.

However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, the representatives of the Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the meeting held through VC/ OAVM and in this regard should send the necessary documents to the Company.

5. Institutional investors who are Members of the Company are encouraged to attend and vote in the EGM being held through VC/ OAVM.
6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act') with respect to the Special Business as mentioned in the Notice is annexed hereto.
7. **Dispatch of Notice of the EGM**

In accordance with the provisions of the Companies Act, 2013 and Rules framed there under read with the MCA Circulars and the SEBI Circulars, the companies are permitted to send Notice convening the General meetings or other documents required to be attached therewith, in electronic form only, to all the members who have registered their email address either with the company or with the depository participant. In line with the same, the Notice of the Company for the forthcoming EGM, is being sent through electronic form only i.e. through e-mail to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e. M/s. Link Intime India Private Limited or the Depository Participant(s).

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 RTA of the Company.

The Notice of the EGM is available on the websites of the Company viz. [www.inoxwind.com](http://www.inoxwind.com) and Stock Exchanges i.e. NSE and BSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively where the existing Equity Shares of the Company are listed. The Notice is also available on the e-Voting website of the agency engaged for providing e-Voting facility i.e. Central Depository Services (India) Limited (CDSL) viz. [www.evotingindia.com](http://www.evotingindia.com).

8. In case of joint holders participating at the EGM together, only such joint holder who is higher in the order of names will be entitled to vote.
9. **Procedure for attending/ joining the EGM through VC/ OAVM**
  - i. The Company has availed the services of Central Depository Services (India) Limited (“CDSL”) to provide facility to the Members to join and participate in the EGM through VC/ OAVM and to vote on the items of business as mentioned in the Notice through remote e-Voting or e-Voting during the EGM.
  - ii. Members will be able to attend the EGM through VC/ OAVM through e-Voting System as detailed below. The link for VC/ OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned below for e-Voting.
  - iii. Members may note that the facility of participation at the EGM through VC/ OAVM will be made available for 1,000 members on a first-come-first-served basis. However, this will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM without restriction on account of first- come-first-served basis.
  - iv. Members may join the EGM through VC/ OAVM facility 30 minutes before the scheduled time of EGM and it will be kept open for 15 minutes after the start of the EGM.
  - v. In case of any assistance or difficulty in attending the EGM, the Members can get in touch with officials of CDSL as per the details mentioned herein below:
    - Send a request at [www.evotingindia.com](http://www.evotingindia.com) or Call on Toll free no.: 1800225533; or
    - Send a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - vi. Members are encouraged to join the Meeting through Laptops/ IPads/ Tablets for better experience.
  - vii. Members are advised to use a high pixel camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - viii. Please note that participants connecting from Mobile Devices or Tablets or Laptops via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - ix. The Members/ attendees are further advised to download the software/ app of Cisco WebEx in advance and keep the same ready to connect fast to the meeting.
10. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the **Cut-off date i.e. Friday, 24<sup>th</sup> November, 2023**, may download the same from the websites of the Company, Stock Exchanges i.e. NSE & BSE and/ Central Depository Services (India) Limited (CDSL) and can exercise their voting rights through remote e-Voting or by e-voting during the Meeting by following the instructions listed herein below.
11. The remote e-Voting period begins on **Monday, 27<sup>th</sup> November, 2023 at 9:00 A.M. and ends on Thursday, 30<sup>th</sup> November, 2023 at 5:00 P.M.** During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. **Friday, 24<sup>th</sup> November, 2023**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

## 12. Procedure for Remote e-Voting

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 and the MCA Circulars, the Company is providing e-Voting facility to all Members to cast their votes using electronic voting system from any place before the meeting (“remote e-Voting”) and during the meeting, in respect of the resolutions proposed in this 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. Though e-Voting is optional, the Members are encouraged to vote and attend the EGM. The voting rights of the Members/ Beneficial Owners shall be reckoned on the Paid-up value of Equity Shares held by them as on the Cut-off date i.e. **Friday, 24<sup>th</sup> November, 2023**.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for individual shareholders holding securities in Demat mode with CDSL/ NSDL for e-Voting and joining virtual meeting is given below:

- **Access through Depositories i.e. CDSL & NSDL e-Voting system in case of individual shareholders holding shares in demat mode**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing User Id and Password. Option will be made available to reach to e-Voting page without any further authentication. The users who wish to login to Easi/ Easiest are requested to visit CDSL website; <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining Virtual meeting &amp; Voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not reistered for Easi/Easiest, option to register is available at CDSL website; <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or can click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail IDs as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting options where the e-voting is in progress and also able to directly access the system of all</p>

Type of shareholders	Login Method
	e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option of registration is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode- Login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant who have registered with NSDL/ CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30

• **Access through CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders in demat mode**

- (i) The Members should log on to the e-Voting website, [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” module
- (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. Members 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>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members).</li> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number mentioned in the e-mail sent to you.</li> </ul>
Dividend Bank Details Or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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).</li> </ul>

- (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 of **Inox Wind Limited** 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 print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If a Demat account holder has forgotten the changed 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) **Note for Non Individual Members and Custodians**
  - Non-Individual Members (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 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](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 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.
  - Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & the same has not been uploaded in the CDSL e-Voting system for the Scrutinizer to verify the same.

### 13. Procedure for E-Voting during the EGM

- i. The procedure for e-Voting during the EGM is same as the procedure mentioned above for Remote e-Voting.
- ii. Only those members, who are present at the EGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

- iii. If any votes have been casted by the Members through the e-Voting available during the EGM and if the same Members have not participated in the meeting through VC/ OAVM Facility, then the votes cast by such Members shall be considered invalid as the facility of e-Voting during the meeting is available only to the Members attending the meeting.
  - iv. Members who have voted through remote e-Voting prior to the EGM may attend/ participate in the EGM through VC/ OAVM but shall not be eligible/ entitled to cast their vote again during the EGM.
14. **Process for those Members whose Email Ids are not registered with the Depositories/ Company for obtaining login credentials for joining the Meeting through VC/ OAVM and for e-Voting**
- a) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by sending email to the Company/ RTA email Id; [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - b) For Demat shareholders - please update your email Id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through DP.
15. **Queries or issues regarding E-voting**
- In case you have any queries or issues regarding joining the EGM through VC/ OAVM or e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting user manual for Shareholders available at the website; [www.evotingindia.com](http://www.evotingindia.com), under help section or contactat toll free no. 1800 22 55 33 or can write to Shri Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013; Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com); Tel.: 1800 22 55 33.
16. Procedure to raise questions/ seek clarifications with respect to the Notice of the EGM
- i. Members seeking any information on any matter to be transacted at the EGM are requested to write to the Company Secretary at least 7 days prior to the Meeting **i.e. not later than 24<sup>th</sup> November, 2023** at the Company’s Corporate Office at InoxGFL Towers, Plot No. 17, Sector-16A, Noida-201 301, Uttar Pradesh or can send their queries on [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com) and the same shall be suitably replied.
  - ii. The Members who would like to express their views/ ask questions/ queries during the meeting may register themselves in advance as a speaker by sending their request 7 days prior to the Meeting **i.e. not later than 24<sup>th</sup> November, 2023** mentioning their questions along with Name, Demat account number/ Folio number, Email-id, Mobile number at [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com) from their registered email address. The queries of the Members will be replied by the Company suitably.
  - iii. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers as appropriate for smooth conduct of the EGM.
17. The relevant documents referred to in the Notice and in the Explanatory Statement shall be open for inspection by the Members of the Company, without payment of fees, at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 01:00 P.M. upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at InoxGFL Towers, Plot No. 17, Sector-16A, Noida - 201301, Uttar Pradesh. Further, the relevant documents referred to in the Notice along with applicable Statutory Registers shall also be available for inspection through electronic mode during the meeting to any person having right to attend the meeting, basis the request being sent on [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com).
18. 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 **Friday, 24<sup>th</sup> November, 2023**. For all other

Members who are not holding shares as on **Friday, 24<sup>th</sup> November, 2023** and receive the Notice of the EGM, the same is for their information.

19. The Board of Directors has appointed M/s. J. K. Gupta & Associates, Practicing Company Secretaries, Delhi as the Scrutinizers to scrutinize the voting including e-Voting process in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in presence of at least two witnesses not in the employment of the Company and will make, not later than 2 working days of the conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same, if required and declare the result of the voting forthwith.
21. Once declared, the result along with the consolidated Scrutinizer's Report shall be placed on the Company's website; [www.inoxwind.com](http://www.inoxwind.com) and on the website of CDSL; [www.evotingindia.com](http://www.evotingindia.com) and shall be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.
22. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in the prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021. Members may also refer to website of the Company at [www.inoxwind.com/investors](http://www.inoxwind.com/investors) for more details.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website; [www.inoxwind.com](http://www.inoxwind.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
24. Members may please note that SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has mandated that all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of the same, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's Registrar & Share Transfer Agent (RTA): Link Intime India Private Limited (Unit: Inox Wind Limited), Noble Heights, 1<sup>st</sup> Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janak Puri, New Delhi-110058 or may write to the Company at InoxGFL Towers, Plot No. 17, Sector-16A, Noida - 201301, Uttar Pradesh, for assistance in this regard.
25. As per the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.inoxwind.com/investors>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

26. 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 Participant 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; Link Intime India Private Limited, quoting their Folio number etc.

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

The following statement sets out all material facts relating to Special Business of the accompanying Notice:

**Item No. 1**

The Board of Directors of the Company in their meeting held on 7<sup>th</sup> November, 2023 accorded their approval to raise funds upto Rs. 500 Crores by way of issuance of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of face value of Rs. 10 each of the Company ('NCPRPS'), fully paid up, at par, for cash consideration, on private placement basis, in accordance with the applicable laws and subject to appropriate sanctions, permissions and approvals including statutory and regulatory approvals, as may be required, to Inox Wind Energy Limited (CIN: L40106HP2020PLC010065), Promoter of the Company.

The following details of the proposed issue are disclosed in accordance with the provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time:

Size of the issue and number of preference shares to be issued and nominal value of each share	Issuance of upto 50,00,00,000 (Fifty Crores) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of nominal value of Rs. 10 (Rupees Ten) each, at par, for cash consideration to Inox Wind Energy Limited, Promoter of the Company.
Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of face value of Rs. 10/- each ("NCPRPS").
Objectives of the issue and amount which the Company intends to raise by way of such Securities	Objects of the Issue: <ul style="list-style-type: none"> <li>• repayment of existing loans;</li> <li>• long-term working capital requirements;</li> <li>• towards part redemption of outstanding 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the face value of Rs. 10/- each; and</li> <li>• general corporate purposes.</li> </ul> Amount which the Company intends to raise: Upto Rs. 500 Crores.
Manner of issue of shares	Issue is being made on private placement basis to Promoter Company as specified in the resolution, in such time and manner as may be decided by the Board of Directors.
The price at which such shares are proposed to be issued	Rs.10 per Preference Share.
Basis on which the price has been arrived at or justification for the price (including premium, if any) at which the offer or invitation is being made	Issue is being made at par basis the Valuation Report dated 2 <sup>nd</sup> November, 2023 obtained from Shri Hitesh Jhamb, an Independent Registered Valuer.

Name and address of the valuer who performed valuation	Shri Hitesh Jhamb, an Independent Registered Valuer who has his office at 116, L-1 Tower, Cloud 9, Sector 1, Vaishali, Ghaziabad, Uttar Pradesh.
Terms of Issue, including terms and rate of dividend on each share, etc. including material terms of raising such securities, proposed time line schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, shall have preferential right over the equity shareholders in participation of surplus funds, surplus assets and profits of the Company.</p> <p>Rate of dividend: 0.01%</p> <p>Preference shareholders will be entitled to receive a participatory dividend in a financial year in which the Company pays dividend to its equity shareholders (Participatory dividend). Such participatory dividend will be payable at the same rate as the dividend paid on the equity shares.</p> <p>Listing: NCPRPS will not be listed on any Stock Exchange.</p> <p>Tenure: 5 years from the date of allotment.</p> <p>Proposed time line schedule: Allotment will be done within 12 months from the date of passing of Special Resolution.</p> <p>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: The issue shall be subscribed only by the Promoter Company for cash consideration.</p> <p>Principle terms of assets charged as securities: Not applicable.</p>
Terms of redemption including tenure of redemption, redemption of shares at premium and if the shares are convertible, the terms of conversion	Tenure of redemption: NCPRPS shall be redeemable at the option of either the Preference Shareholder or the Company at any time within a period of 5 (five) years from the date of allotment, at par, in accordance with Section 55 of the Companies Act, 2013.
Manner and modes of redemption	To be determined by the Board at the time of redemption.
Current Shareholding Pattern of the Company	As specified in the table below.
Expected dilution in equity share capital upon conversion of preference shares	Nil since the Redeemable Preference Shares are non-convertible.
Is there subsisting default in the redemption of existing preference shares or in payment of dividend due to any preference shares.	No

**Shareholding Pattern of the Company as on 30<sup>th</sup> September, 2023**

**1. Equity Shares:**

S. No.	Category	No. of Equity Shares held	Percentage of Shareholding (%)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
<b>[1]</b>	<b>Indian</b>		
	Bodies Corporate	21,07,05,388	64.64
	<b>Sub Total (A)(1)</b>	<b>21,07,05,388</b>	<b>64.64</b>
<b>[2]</b>	<b>Foreign</b>		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0.00
(b)	Bodies Corporate	0	0.00
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)</b>	<b>21,07,05,388</b>	<b>64.64</b>
<b>(B)</b>	<b>Public Shareholding</b>		
<b>[1]</b>	<b>Institutions</b>		
(a)	Mutual Funds / UTI	1,96,79,770	6.04
(b)	Alternate Investments Funds	13,46,957	0.41
(c)	Foreign Portfolio Investor	1,13,44,037	3.48
(d)	Financial Institutions / Banks	0	0.00
	<b>Sub Total (B)(1)</b>	<b>3,23,70,764</b>	<b>9.93</b>
<b>[2]</b>	<b>Non-Institutions</b>		
(a)	Individuals	3,07,88,355	9.45
(b)	NBFCs registered with RBI	69,747	0.02
(c)	Any Other (Specify)		
(i)	Trusts	70,566	0.02
(ii)	Foreign Nationals	430	0.00
(iii)	Hindu Undivided Family	28,08,856	0.86
(iv)	Key Managerial Personnel	332	0.00
(v)	Foreign Companies	1,15,56,518	3.55
(vi)	Non Resident Indians	9,24,837	0.28
(vii)	Clearing Member	5,432	0.00
(viii)	Insurance Companies	2,93,874	0.09
(xi)	Bodies Corporate including LLPs	3,63,53,397	11.15
	<b>Sub Total (B)(2)</b>	<b>8,28,72,344</b>	<b>25.42</b>
	<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	<b>11,52,43,108</b>	<b>35.36</b>
	<b>Total (A)+(B)</b>	<b>32,59,48,496</b>	<b>100.00</b>

**2. Preference Shares - 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares ("NCPRPS") (ISIN-INE066Po4080, INE066Po4098, INE066Po4106 & INE066Po4114)**

S. No.	Category	No. of NCPRPS held	Percentage of Shareholding (%)
(A)	Promoter/Promoter Group	91,00,00,000	100.00
(B)	Public	0	0.00
	<b>Total [(A)+(B)]</b>	<b>91,00,00,000</b>	<b>100.00</b>



Pursuant to the provisions of Sections 42 and 55 of Companies Act, 2013 (the “Act”) read with Rules framed there under, any private placement of Preference Shares needs to be approved by the Shareholders by way of a Special Resolution. Hence, the resolution set out at Item No. 1 of the Notice is being placed before the Members for seeking their approval by way of a Special Resolution.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that if aggregate value of transaction with related party exceeds either Rs.1,000 Crores or 10% of the consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower, the transaction shall be construed as a material related party transaction and prior approval of Members would be required by way of an Ordinary Resolution.

The value of the proposed issuance of Preference Shares to Inox Wind Energy Limited, Promoter of the Company, a related party as per the definition provided in Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, exceeds the ceiling limit prescribed under the Listing Regulations. Therefore, this material related party transaction is also being placed before the Members separately to seek their approval under Regulation 23(4) of the Listing Regulations by way of an Ordinary Resolution.

The proposed transaction(s) with the related party shall be in the ordinary course of business of the Company and on arm’s length basis. The Audit Committee of the Company in its meeting held on 7<sup>th</sup> November, 2023 has approved the said transaction(s) with the related party.

Save and except Shri Devansh Jain, Whole-time Director, Shri Narayan Lodha, Chief Financial Officer and Shri Deepak Banga, Company Secretary and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors of the Company are of the opinion that the proposed issuance of Preference Shares on private placement basis is in the best interest of the Company and its Members.

The Board recommends the resolution as stated at Item No. 1 of the Notice for approval of the Members as a Special Resolution.

## **Item No. 2**

The Company, along with its subsidiaries, offers comprehensive end to end solutions for wind farm development. This includes the supply of wind turbine generators and components, wind resource assessment, site acquisition, infrastructure development, erection, procurement and commissioning (EPC) and long-term operation & maintenance (O&M) of wind power projects. While the Company manufactures wind turbine generators (WTGs) and supplies them, the EPC and O&M aspects are done by the its subsidiaries, namely Resco Global Wind Services Private Limited (RGWSPL) and Inox Green Energy Services Limited (IGESL) respectively. Such arrangements are established to leverage synergies, scale and efficiency benefits, serving customers’ needs.

### **Rationale/ justification for Related Party Transaction(s) with IGREL Renewables Limited [in relation to S.No.1]**

The Company intends to enter into comprehensive contract(s)/arrangement(s)/ agreement(s) with IGREL Renewables Limited (CIN: U35100GJ2023PLC145563) (hereinafter referred to as “IGREL-R”), a related party as per Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as IGREL-R is also controlled and owned by the significant beneficial owners of the Company, to supply Wind Turbine Generators (WTGs) with a total capacity of 201 MW over a period of 2 years, conducted in the ordinary course of business and at arm’s length pricing. The total comprehensive value of the contract(s)/ agreement(s) will be approx. Rs.1,600 Crores. RGWSPL and IGESL will also be parties in these contract(s)/agreement(s) as they would provide EPC and O&M services respectively.

IGREL-R is engaged in the business of setting up of/ owning Wind Power Projects (WPP) across various locations in India.

**Rationale/ justification for Related Party Transaction(s) with Inox Wind Energy Limited (IWEL) [in relation to S.No.2]**

During the last few years, the Company incurred losses due to sectoral issues and Covid-19 pandemic, leading to constrained cash flows. To ensure smooth operations and meet working capital/ fund requirements, the Company had from time-to-time availed financial assistance including by way of receipt of funds towards subscription of securities of the Company, intercorporate deposits etc. from Inox Wind Energy Limited (IWEL), Promoter of the Company.

Although there is no current/ immediate proposal as regards availing fresh financial assistance by way of inter-corporate deposits, the Company, however, intends to seek an enabling approval for additional Rs. 500 Crores over and above the approved limit of Rs. 250 Crores taken in the last Annual General Meeting held on 29<sup>th</sup> September, 2023. This approval would allow the Company to enter into the transaction as and when the business requirement arise. Further, the proposed transaction(s) regarding fund raising by way of issuance of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of face value Rs.10 each aggregating upto Rs. 500 Crores is a specific transaction which has been detailed in Item No. 1 of the Notice.

As per the provisions pertaining to related party transactions under the Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee require prior approval of the shareholders by way of an Ordinary Resolution.

The consolidated turnover of the Company as per the last audited financial statements for the financial year ended on 31<sup>st</sup> March, 2023 was Rs. 736.98 Crores.

The proposed transactions with the related parties would be in the ordinary course of business of the Company and on arm’s length basis. As the aggregate value of transaction with the related party shall exceed the ceiling limit prescribed in the Listing Regulations, hence, the same would be material related party transactions. Accordingly, the approval of the shareholders in terms of the Listing Regulations is being sought by way of an Ordinary Resolution.

Details of the transactions and other particulars thereof as per the applicable provisions of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 is as under:

**1. Details of material related party transaction(s) with IGREL Renewables Limited [in relation to S.No.1]**

Sr. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	<p>Sale/ supply of Wind Turbine Generators (WTGs) and related components/ transactions with total capacity of 201 MW.</p> <p>Material terms and particulars:</p> <ul style="list-style-type: none"> <li>i. WTGs having total capacity of 201 MW shall be supplied over a period of 2 years, subject to extension of time as agreed between the parties;</li> <li>ii. the value of the comprehensive contract(s)/ agreement(s) would be approx. Rs. 1,600 Crores;</li> <li>iii. the transaction(s) would be carried out on an arm’s length basis and in the ordinary course of business; and</li> <li>iv. the transaction shall be in compliance with the applicable laws.</li> </ul>

2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	IGREL Renewables Limited - a related party as per Section 2(76) of the Companies Act , 2013 and Regulation 2(1)(zb) of the Listing Regulations as it is controlled and owned by the significant beneficial owners of the Company.
3.	Tenure of the proposed transaction	As specified above
4.	Value of the proposed transaction	As specified above
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	217.10%*  * calculated based on the total value of the comprehensive contract(s)/ arrangement(s)/ agreement(s) to be entered into amongst the Company, IGREL Renewables Limited, Inox Green Energy Services Limited and Resco Global Wind Services Limited.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A.
i.	details of the source of funds in connection with the proposed transaction	
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
7.	Justification as to why the RPT is in the interest of the listed entity	The transactions with the related party shall be entered in the ordinary course of business of the Company and on an arm's length basis in furtherance of the business activities and in accordance with the applicable laws.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	N.A.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
10.	Any other information that may be relevant	All relevant/ important information forms part of this Explanatory Statement.

**2. Details of material related party transaction(s) with Inox Wind Energy Limited [in relation to S.No.2]**

Sr. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	<ul style="list-style-type: none"> <li>• Receipt of inter corporate deposits;</li> <li>• Issuance of 0.01% Non-Convertible, Non-Cumulative, Participating Redeemable Preference Shares of face value of Rs. 10/- each ('NCPRPS') on a private placement basis, from time to time in one or more tranches.</li> </ul> <p>Material terms and particulars:</p> <ul style="list-style-type: none"> <li>i. all transactions shall be negotiated at arm's length;</li> <li>ii. all transactions shall be strategic and in the best interest of the Company (as conclusively determined by the Board in its sole discretion); and</li> <li>iii. all such transactions shall be in compliance with the applicable laws.</li> </ul> <p>There is no current/ immediate proposal for entering into the proposed transaction except the specific transaction as detailed in Resolution No. 1 of the Notice. The Company is seeking enabling approval to enter into the transaction as and when the business requirement arises and all such actions shall be in the ordinary course of business &amp; on arm's length basis and in compliance with the applicable laws.</p>
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Inox Wind Energy Limited, Promoter of the Company
3.	Tenure of the proposed transaction	As specified in the resolution.
4.	Value of the proposed transaction	As specified in the resolution.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	67.84% each
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A.
i.	details of the source of funds in connection with the proposed transaction	
ii.	where any financial indebtedness is incurred to make or give loans, inter-	

	corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
7.	Justification as to why the RPT is in the interest of the listed entity	As explained above.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	As regards issuance of NCPRPS, Valuation Report dated 2 <sup>nd</sup> November, 2023 has been obtained from Shri Hitesh Jhamb, an IBBI Registered Valuer, who has his office at Unit No. 116, L-1 Tower, First Floor, Cloud 9, Sector-1, Vaishali -201014, Uttar Pradesh. The same would be made available to the Members through their registered e-mail address who request for the same.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
10.	Any other information that may be relevant	All relevant/ important information forms part of this Explanatory Statement.

The Audit Committee and the Board of Directors of the Company in their meetings held on 27<sup>th</sup> October, 2023 and 7<sup>th</sup> November, 2023 had approved the proposed transactions, which shall be entered into on an arm's length basis and in the ordinary course of business.

These transactions with the related parties shall be in the ordinary course of business of the Company and on an arm's length basis in furtherance of the business activities and in accordance with the applicable laws. Therefore, the Board of Directors of the Company are of the view that these would be in the best interest of the Company and its shareholders and will not, in any manner, be detrimental to the interest of minority shareholders.

Shri Devansh Jain, Whole-time Director, Shri Narayan Lodha, Chief Financial Officer and Shri Deepak Banga, Company Secretary and their relatives shall be deemed to be concerned or interested in the resolution as set out at Item No. 2 of the Notice. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 2 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

### **Item No. 3**

The existing Authorised Share Capital of the Company is Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) which comprises of 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000 (Rupees Five Hundred Crores only) and 150,00,00,000 (One Hundred and Fifty Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 1500,00,00,000/- (Rupees Fifteen Hundred Crores only). The existing paid-up capital

of the Company is Rs. 1635,94,84,960 comprising of 32,59,48,496 Equity Shares of Rs. 10/-(Rupees Ten only) each totalling to Rs. 325,94,84,960 and 131,00,00,000 Preference Shares of Rs. 10/-(Rupees Ten only) each totalling to Rs. 1310,00,00,000.

To accommodate the issuance of Preference Shares, the Company proposes to increase the Authorised Share Capital of the Company from the existing Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) to Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) and 200,00,00,000 (Two Hundred Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only). The increase in Authorised Share Capital of the Company will also require consequential amendment of the Share Capital clause of the Memorandum of Association of the Company. In terms of the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, the alteration of the Share Capital clause requires consent of the Members of the Company by way of passing of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item No. 3 of the Notice.

The Board recommends passing of the Resolution as set out at Item No. 3 of the Notice as an Ordinary Resolution.

By **Order of the Board of Directors**

*Sd/-*

**Deepak Banga**

Company Secretary

ICSI Membership No.: ACS 12716

**Place:** Noida

**Date :** 7<sup>th</sup> November, 2023