



IWL: NOI: 140: 2021

7th October, 2021

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai 400 051
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Scrp code: 539083

Scrp Code: INOXWIND

Sub: Notice of 8th Extra- Ordinary General Meeting (EGM)

Dear Sirs,

In furtherance to our letter no.: IWL:NOI:139:2021 dated 6th October, 2021 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the **Notice of 8th Extra-Ordinary General Meeting (EGM)** of the Company scheduled to be held on **Friday, 29th October, 2021 at 12.00 Noon (IST)** through Video Conferencing/Other Audio-Visual Means ('VC/ OAVM') in compliance with the various circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of EGM is being sent to all the shareholders whose e-mail addresses are registered with the Company/ Depositories as the requirement of sending physical copy of the notice to shareholders has been dispensed with. Notice of EGM is also being made available on the Company's website at www.inoxwind.com.

Members of the Company have been provided the facility to exercise their right to vote on the resolutions proposed to be passed at the EGM by electronic means. Only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 22nd October, 2021, shall be entitled to avail the e-Voting facility. The remote e-Voting facility shall commence on Monday, 25th October, 2021 from 9.00 A.M. (IST) and end on Thursday, 28th October, 2021 at 5.00 P.M. (IST).

We request you to take the above on record.

Thanking You

Yours faithfully,
For **Inox Wind Limited**


Deepak Banga
Company Secretary



Encl.: As above



INOX WIND LIMITED

(CIN: L31901HP2009PLC031083)

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

Telephone/Fax: +91-1975-272001;

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

NOTICE OF 8th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the **8th Extra-Ordinary General Meeting** of the Members of **Inox Wind Limited** will be held on **Friday, 29th October, 2021 at 12:00 Noon (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESS

ITEM NO. 1

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. 500,00,00,000/- (Rupees Five Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 1600,00,00,000/- (Rupees Sixteen Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) and 110,00,00,000 (One Hundred Ten Crore) Preference Shares of Rs.10/- (Rupees Ten only) each totalling to Rs. 1100,00,00,000/- (Rupees Eleven Hundred Crore only)."

"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. 1600,00,00,000/- (Rupees Sixteen Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) and 110,00,00,000 (One Hundred Ten Crore) Preference Shares of Rs.10/- (Rupees Ten only) each totalling to Rs. 1100,00,00,000/- (Rupees Eleven Hundred Crore 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.”

ITEM NO. 2

Approval for issuance of Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares on private placement basis to Inox Wind Energy Limited, Promoter of the Company, for consideration other than cash

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) Rule, 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 (hereinafter referred to as the “Board” which term shall be deemed to include IWL Committee of the Board of Directors for Operations) 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 to offer, issue and allot up to 100,00,00,000 (One Hundred Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company, of the face value of Rs. 10 each, fully paid up, at par, for an aggregate value not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crore only) (“NCP RPS”), in one or more tranches, from time to time, as may be decided by the Board under this offer, to Inox Wind Energy Limited (“IWEL”) (CIN: U40106GJ2020PLC113100), Promoter of the Company, for a consideration other than cash in lieu of its unsecured advances and inter - corporate deposits (“ICDs”) including interest accrued thereon, on a private placement basis.”

“RESOLVED FURTHER THAT upon allotment of the NCP RPS to the Promoter in lieu of a part/ whole of their unsecured advances and ICDs including interest accrued thereon into NCP RPS, their outstanding amount shall stand reduced to the extent of issuance of NCP RPS and such ICDs so converted shall cease to carry any interest from the date of allotment of the NCP RPS.”

“RESOLVED FURTHER THAT the said NCP RPS 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 NCP RPS are as follows:

- (i) NCP RPS shall rank for dividend in priority to the Equity Shares of the Company;
- (ii) The holders of NCP RPS 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) NCP RPS 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 NCP RPS shall be paid dividend on a non-cumulative basis;
- (v) NCP RPS shall not be convertible into Equity Shares;
- (vi) NCP RPS shall not carry any voting rights;

(vii) NCP RPS shall be redeemable at par, 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 NCP RPS 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, deems 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. 3

Approval for issuance of Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares on private placement basis to Devansh Trademart LLP, an entity forming part of the Promoter Group, for cash consideration

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 (hereinafter referred to as the "Board" which term shall be deemed to include IWL Committee of the Board of Directors for Operations) 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 to offer, issue and allot up to 10,00,00,000 (Ten Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company, of the face value of Rs. 10 each, fully paid up, at par, for an aggregate value not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore only) ("NCP RPS"), in one or more tranches, from time to time, as may be decided by the Board under this offer, to Devansh Trademart LLP (LLPIN: AAE-2605), an entity forming part of the Promoter Group, for cash consideration, on a private placement basis."

"RESOLVED FURTHER THAT the said NCP RPS 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 NCP RPS are as follows:

- (i) NCP RPS shall rank for dividend in priority to the Equity Shares of the Company;
- (ii) The holders of NCP RPS 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) NCP RPS 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 NCP RPS shall be paid dividend on a non-cumulative basis;

- (v) NCP RPS shall not be convertible into Equity Shares;
- (vi) NCP RPS shall not carry any voting rights;
- (vii) NCP RPS shall be redeemable at par, 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 NCP RPS 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, deems 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. 4

Approval of Material Related Party Transactions with Promoter/ Promoter Group of the Company

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

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Materiality of Related Party Transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into any contract(s)/ arrangement(s)/ transaction(s) with Inox Wind Energy Limited (IWEL), Promoter of the Company and Devansh Trademart LLP, an entity forming part of the Promoter Group , being 'Related Parties' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, to offer, issue and allot 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company of the face value of Rs. 10 each (NCP RPS), on a private placement basis, in one or more tranches, from time to time, as may be decided by the Board under this offer, to the following extent and in such manner and on such other terms and conditions, as detailed below, which shall be in the ordinary course of business of the Company and at arm's length basis:

1. Up to 100,00,00,000 (One Hundred Crore) fully paid up NCP RPS, at par, for an aggregate value not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crore only), in one or more tranches, from time to time, as may be decided by the Board under this offer, to IWEL for a consideration other than cash in lieu of their unsecured advances and inter-corporate deposits including interest accrued thereon; and
2. Upto 10,00,00,000 (Ten Crore) fully paid up NCP RPS, at par, for an aggregate value not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore only) to Devansh Trademart LLP for cash consideration.

Other Terms and Conditions of NCP RPS

- (i) NCP RPS shall rank for dividend in priority to the Equity Shares of the Company;
- (ii) The holders of NCP RPS 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) NCP RPS 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 NCP RPS shall be paid dividend on a non-cumulative basis;
- (v) NCP RPS shall not be convertible into Equity Shares;
- (vi) NCP RPS shall not carry any voting rights;
- (vii) NCP RPS shall be redeemable at par, 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 to negotiate and finalize the terms and conditions of the above contract(s)/ arrangement(s)/ transaction(s) with IWEL and Devansh Trademart LLP and to do all such acts, deeds, matters and things including amendment(s) or modification(s) thereto as may be considered necessary, relevant and expedient to give effect to this resolution."

ITEM NO. 5

Approval of Material Related Party Transactions with Inox Wind Infrastructure Services Limited, subsidiary company

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

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Materiality of Related Party Transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company in respect of the contract(s)/ arrangement(s)/ transaction(s) entered/to be entered into by the Company with Inox Wind Infrastructure Services Limited (IWISL), a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in connection with the subscription to the Equity and Preference Shares of IWISL, for consideration other than cash against adjustment of inter corporate deposits (alongwith interest accrued thereon) given by the Company and payables on account of supply of materials/ services/ others from time to time, as detailed below, which are in the ordinary course of business of the Company and at arm's length basis:

Name of the Related Party & Nature of Relationship	Nature of transaction	Basis on which share price has been arrived
Inox Wind Infrastructure Services Limited (IWISL) (material subsidiary company)	Subscription to 7,44,04,762 Equity Shares of Rs.10/- each of IWISL @ Rs.80.64 per share for consideration other than cash aggregating to Rs.600 Crore.	The price has been determined pursuant to the Valuation Report dated 7 th June, 2021 obtained from Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi.
	Subscribing upto 20,00,00,000 (Twenty Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of Rs. 10 each of IWISL, at par, for consideration other than cash aggregating up to Rs.200 Crore.	The price has been determined pursuant to the Valuation Report dated 30 th September, 2021, obtained from Shri Sumit Dhadda, a IBBI Registered Valuer, Jaipur.

"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 to negotiate and finalize the terms and conditions of the above contract(s)/ arrangement(s)/ transaction(s) with IWISL within the aforesaid limits and to do all such acts,

deeds, matters and things including amendment(s) or modification(s) thereto as may be considered necessary, relevant and expedient to give effect to this Resolution."

ITEM NO. 6

Authorisation for issuance of Equity Shares/ other securities upto Rs. 200 Crore

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions of the Companies Act, 2013, read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ("**Act**"), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder (including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended), the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and the applicable rules and regulations made thereunder including applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities), Regulations, 2008 as amended ("**SEBI ILNCS Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended, Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, as amended, the Securities and Exchange Board of India's Framework for issue of Depository Receipts, as amended, and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**") where the equity shares of the Company of face value of Rs. 10 (Rupees Ten only) each ("**Equity Shares**") are listed, and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as "**Appropriate Authorities**"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, permission and sanction, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board) and the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in foreign currency, for an aggregate amount up to Rs. 200 Crore (Rupees Two Hundred Crore only), by way of one or more public and/or private offerings and/or on a preferential allotment basis and/or a qualified institutions placement ("**QIP**") to "qualified institutional buyers" as defined in the SEBI ICDR Regulations, and / or any combination thereof, and/or any other permitted modes through issue of prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/ or such other documents/writings/ circulars/memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including fully/partially convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares, issue of Global Depository Receipts ("**GDR's**"), American Depository Receipts ("**ADR's**"), or any other eligible

securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the **"Securities"**) or any combination of Securities with or without premium, to be subscribed to in Indian and /or any foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/ or trusts or otherwise)/ qualified institutional buyers/ mutual funds/ pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts/ stabilising agents and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called **"Investors"**), to all or any of them, jointly or severally through a prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/ or such other documents/writings/ circulars/memoranda in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations), with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead manager (s), global coordinator(s) and book running lead manager(s) and/or underwriters and/or stabilising agent and/or other advisors or otherwise on such terms and conditions, including the security, rate of interest etc., issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/ redemption/ extinguishment of debt(s), rights attached to the warrants, terms of issue, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company' so as to enable the Company to list on any stock exchange in India or overseas jurisdictions."

"RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as **"Eligible Securities"** within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

- (i) The allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations (**"QIBs"**);
- (ii) The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (iii) The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- (iv) The Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank *pari-passu* inter se in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
- (v) The number and/ or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares

by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

- (vi) The Eligible Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid up securities;
- (vii) In the event Equity Shares are issued, the **“relevant date”** for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue of such Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- (viii) In the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
- (ix) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- (x) Issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“QIP Floor Price”) and applicable law. The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Eligible Securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- (xi) No single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- (xii) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- (xiii) The Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- (xiv) Any subsequent QIP shall not be undertaken until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution.”

“RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws.”

“RESOLVED FURTHER THAT in the event of issue of GDRs/ADRs, the pricing shall be determined in compliance with principles and provisions set out in Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme 1993, Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended, and other applicable pricing provisions issued by the Ministry of Finance and other applicable laws, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue after passing of this Special Resolution. Preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to the requirements prescribed under the Act and Chapter V of the SEBI ICDR Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any arrangement

with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalisation and approval of the offer document(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the proceeds as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilising agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any Committee of Directors formed, Directors or one or more executives/officers of the Company to give effect to the above resolutions, in accordance with applicable law.”

ITEM NO. 7

Authorisation for transfer of Erection, Procurement and Commissioning (EPC) business of the Company’s material subsidiary, Inox Wind Infrastructure Services Limited (IWISL) to Resco Global Wind Services Private Limited, currently a wholly owned subsidiary of IWISL

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

“RESOLVED THAT pursuant to the applicable provisions, if any, of Companies Act, 2013 and the Rules framed thereunder, Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell, lease, dispose off or otherwise transfer to Resco Global Wind Services Private Limited (CIN: U40106GJ2020PTC112187), currently a wholly owned subsidiary of Inox Wind Infrastructure Limited (IWISL)(a material subsidiary of the Company) and a ‘Related Party’ within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, the Erection, Procurement and Commissioning (EPC) Business of its material subsidiary, IWISL on a slump sale basis, at such price and on such terms and conditions as may be decided by the Board and/ Material Subsidiary and in such manner as both the Board of Directors deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.”

“RESOLVED FURTHER THAT 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 to finalize and execute the required transactional documents including but not limited to agreement(s) for sale, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification(s) as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalize all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the shareholders and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

By Order of the Board of Directors

Place: Noida
Date : 6th October, 2021

Deepak Banga
Company Secretary
ICSI Membership No.: A12716

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021 in relation to 'Clarification on passing of Ordinary and Special Resolutions by companies under the Companies Act, 2013 and the Rules made thereunder on account of the threat posed by COVID-19' (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 12th May, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- COVID-19 pandemic' and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (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 8th 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, 29th October, 2021 at 12:00 Noon (IST)** 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. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 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 Businesses 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 thereunder 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 Registrar and Share Transfer Agents of the Company.

The Notice of the EGM is available on the websites of the Company viz. www.inoxwind.com and Stock Exchanges i.e. NSE and BSE where the 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.

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 Depositories 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 businesses 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 15 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 or Call on Toll free no.: 1800225533; or
 - Send a request at helpdesk.evoting@cdslindia.com or contact the below mentioned officers of CDSL:
 - Shri Nitin Kunder (022-23058738)
 - Shri Rakesh Dalvi (022-23058542/43)

- 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, 22nd October, 2021**, may download the same from the websites of the Company, Stock Exchanges i.e. NSE and BSE & 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, 25th October, 2021 at 9:00 A.M. and ends on Thursday, 28th October, 2021 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. 22nd October, 2021, 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. 22nd October, 2021.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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
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Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/ Easiest id is https://web.cdslindia.com/myeasi/home/login and can be accessed by visiting www.cdslindia.com 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 & 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 registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</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 www.cdslindia.com home page or can click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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 e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option of registration is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at</p>

	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode- Login through their Depository Participants	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 site 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 abovementioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 22-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members). • 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.
Dividend Bank Details Or Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • 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 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 and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts; they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- 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.

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, under help section or contact Shri Nitin Kunder (022-23058738) or can write to Shri Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013; Email: helpdesk.evoting@cdslindia.com; Tel.: 022-23058542/43.

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 22nd October, 2021 at the Company's Corporate Office at Inox Towers, Plot No. 17, Sector-16A, Noida-201 301, Uttar Pradesh, or can send their queries on 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 22nd October, 2021 mentioning their questions alongwith Name, Demat account number/Folio number, Email-id, Mobile number at 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 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 Inox Towers, Plot No. 17, Sector-16A, Noida - 201301, Uttar Pradesh. Further, the relevant documents referred to in the Notice along with 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.

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 22nd October, 2021. For all other Members who are

not holding shares as on 22nd October, 2021 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, Practising Company Secretaries, Delhi as the Scrutinizer 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 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 and on the website of CDSL; 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 holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz. Link Intime India Private Limited (Unit: Inox Wind Limited), Noble Heights, 1st Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janak Puri, New Delhi-110058, the 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.
23. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules made thereunder, Members may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination, in the prescribed Form No. SH-13, to the Company's Registrar and Share Transfer Agent. Members holding shares in demat form may contact their respective Depository Participant for availing this facility.
24. Securities and Exchange Board of India (SEBI) 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, M/s. Link Intime India Private Limited, quoting their Folio number etc.
25. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. 1st April, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated 27th March, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after 1st April, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after 1st April, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to 1st April, 2019 and returned to the investors due to deficiency in the documents, may be re-submitted for transfer even after 1st April, 2019 provided it is submitted alongwith the necessary documents including PAN details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated 6th November, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

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

The following statement sets out all material facts relating to Special Businesses of the accompanying Notice dated 6th October, 2021:

Item No. 1:

The existing Authorised Share Capital of the Company is Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) which comprises of Equity Shares only aggregating to 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- . To accommodate the issuance of Preference Shares, the Company proposes to increase the Authorised Share Capital of the Company from the existing Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 1600,00,00,000/- (Rupees Sixteen Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) and 110,00,00,000 (One Hundred Ten Crore) Preference Shares of Rs.10/- (Rupees Ten only) each totalling to Rs. 1100,00,00,000/- (Rupees Eleven Hundred Crore 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 Members of the Company by way of passing of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution as set out at Item No.1.

The Board recommends passing of the Resolution as set out at Item No. 1 of the Notice as an Ordinary Resolution.

Item Nos. 2 to 4

As a result of the shift in policy from feed-in-tariff regime to reverse auction regime, the wind power sector was virtually shut down for almost three years. Due to the effects of this change and furthermore due to connectivity and other issues relating to regulations in the wind sector, the Company incurred losses during the last few years due to which its cash flows were constrained. To meet its working capital requirements, the Company over a period of time, has taken inter corporate deposits from Wind Energy Limited (IWEL), Promoter of the Company. Furthermore, unsecured advances and inter corporate deposits were also taken from erstwhile Inox Renewables Limited (IRL) and GFL Limited (GFL), 'Promoter/ Promoter Group Companies', which got transferred to IWEL as a part of demerger of the Renewable Energy Business from GFL pursuant to sanction of the Composite Scheme of Arrangement between IRL ("Transferor Company"), GFL ("First Transferee Company") (where the context so required "Demerged Company") and IWEL ("Second Transferee Company") ("the Scheme"), which was in the nature of Amalgamation of IRL with GFL and further Demerger and transfer of the Renewable Energy business from GFL to IWEL, by the Hon'ble National Company Law Tribunal, Ahmedabad Bench on 25th January, 2021, which became effective from 9th February, 2021, accordingly these are also payable to IWEL.

The issuance of Preference Shares to IWEL for consideration other than cash shall be beneficial and in the best interest of the Company as it will not have any impact on the cash flows of the Company.

The Board at its meeting held on 6th October, 2021, had approved, subject to approval of the shareholders and all other requisite approvals, to issue and allot (i) upto 100,00,00,000 (One Hundred Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the face value of Rs. 10 each the Company, fully paid up, at par, for an aggregate value not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crore only) to Inox Wind Energy Limited, in lieu of their unsecured advances and ICDs including interest thereon; and (ii) upto 10,00,00,000 (Ten Crore) 0.01% Non-Convertible, Non-

Cumulative, Participating, Redeemable Preference Shares of the face value of Rs. 10 each of the Company, fully paid up, at par, for an aggregate value not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore only) to Devansh Trademart LLP, an entity forming part of the Promoter Group for cash consideration, on the terms and conditions as detailed in the resolutions set out at Item Nos. 2 and 3 of the Notice.

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, as amended from time to time:

Size of the issue and number of preference shares to be issued and nominal value of each share	<ul style="list-style-type: none"> • Up to 100,00,00,000 (One Hundred Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of nominal value of Rs. 10 (Rupees Ten) each aggregating Rs.1000,00,00,000 (Rupees One Thousand Crore only) to Inox Wind Energy Limited for consideration other than cash; and • Up to 10,00,00,000 (Ten Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of nominal value of Rs. 10 (Rupees Ten) each aggregating Rs.100,00,00,000 (Rupees One Hundred Crore only) to Devansh Trademart LLP for cash consideration.
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 Rs.10/- each ("NCPRPS").
Objectives of the issue and amount which the Company intends to raise by way of such Securities	<ul style="list-style-type: none"> • Conversion of unsecured advances and ICDs including interest thereon upto Rs.1,000 Crore into NCPRPS thereby reducing interest burden; • Funds raising by issuance of NCPRPS for cash consideration for an aggregate amount upto Rs. 100 Crore, which shall be used for long term working capital requirements and for general corporate purposes.
Manner of issue of shares	Offer on private placement basis to Promoter/ Promoter Group as specified in the Offer, 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 based on the Valuation Report dated 30 th September, 2021 obtained from Shri Sumit Dhadda, a IBBI Registered Valuer.
Name and address of the valuer who performed valuation	B-11, F No 202, Dhruv Marg, Tilak Nagar, Jaipur-302004
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, preferential right over the equity shareholders in participating 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: NCP RPS will not be listed on any Stock Exchange.</p> <p>Tenure: 5 years from the date of allotment.</p> <p>Proposed time line schedule: 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: It is regarding issuance of Preference shares in lieu of unsecured advances and ICDs of the Promoter into NCP RPS and fresh issue and allotment of NCP RPS to Promoter Group entity for cash consideration, so issue is being subscribed fully only by the Promoter/ Promoter Group.</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: NCP RPS shall be redeemable at any time within a period of 5 (five) years from the date, 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.	Not Applicable. The Company at present does not have any outstanding Preference Shares.

Shareholding Pattern of the Company as on 30th September, 2021

S.No.	Category	No. of Equity Shares Held	Percentage of Shareholding (%)
(A)	Shareholding of Promoter and Promoter Group		
[1]	Indian		
	Bodies Corporate	14,82,81,366*	66.82*
	Sub Total (A)(1)	14,82,81,366*	66.82*
[2]	Foreign		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0.00

(b)	Bodies Corporate	0	0.00
	Sub Total (A)(2)	0	0.00
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)		14,82,81,366*	66.82*
(B)	Public Shareholding		
[1]	Institutions		
(a)	Mutual Funds / UTI	0	0.00
(b)	Alternate Investments Funds	0	0.00
(c)	Foreign Portfolio Investor	50,41,224	2.27
(d)	Financial Institutions / Banks		
	Sub Total (B)(1)	50,41,224	2.27
[2]	Non-Institutions		
(a)	Individuals	2,61,53,935	11.79
(b)	NBFCs registered with RBI	21,000	0.01
(c)	Any Other (Specify)		
(i)	Trusts	33,671	0.02
(ii)	Foreign Nationals	430	0.00
(iii)	Hindu Undivided Family	43,80,929	1.97
(iv)	Non Resident Indians	14,64,400	0.66
(v)	Clearing Member	50,39,045	2.27
(vi)	Bodies Corporate including LLPs	3,15,02,226	14.19
	Sub Total (B)(2)	6,85,95,636	30.91
Total Public Shareholding(B)=(B)(1)+(B)(2)		7,36,36,860	33.18
Total (A)+(B)		22,19,18,226	100.00

* excludes 16,31,111 shares of Promoter/ Promoter Group of the Company, which constitutes 0.73% of the total share capital, as the same are lying with Clearing Member/s.

Pursuant to provisions of Sections 42 and 55 of Companies Act, 2013 (the "Act") read with Rules framed thereunder, any private placement of Preference Shares needs to be approved by the Shareholders by way of a Special Resolution. Hence, the resolutions set out at Item Nos. 2 and 3 of the Notice are being placed before the Members for seeking their approval by way of Special Resolutions.

Further, Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that if aggregate value of transactions with related party exceeds 10% of the consolidated turnover of the company as per the last audited financial statements of the company, the approval of Members is required by way of an Ordinary Resolution.

As the aggregate value of each of the proposed issuance of Preference Shares to Inox Wind Energy Limited, Promoter of the Company and Devansh Trademart LLP, an entity forming part of the Promoter Group of the Company, both being related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, shall exceed the ceiling limit prescribed in the Listing Regulations, the resolution set out at Item No. 4 of the Notice is being placed before the Members for seeking their approval by way of an Ordinary Resolution.

The proposed transactions with the related parties shall be in the ordinary course of business of the Company and on arm's length basis. The Audit Committee of the Company has approved the said transactions with the related parties.

Shri Vineet Valentine Davis, Whole-time Director, Shri Narayan Lodha, Chief Financial Officer and Shri Deepak Banga, Company Secretary of the Company and their relatives shall be deemed to be concerned or interested in the resolution set out at Item Nos. 2 and 4. Further, Shri Devansh Jain, Whole-time Director and his relatives shall also be deemed to be concerned or interested in the resolutions set out at Item Nos. 2 to 4 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 of Directors of the Company are of the opinion that the proposed preferential issue is in the best interest of the Company and its Members.

The Board recommends both resolutions as stated at Item Nos. 2 and 3 of the Notice for approval of the Members as Special Resolutions and Item No. 4 of the Notice as an Ordinary Resolution.

Item No. 5

Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) states that if aggregate value of transactions with related party exceeds 10% of the consolidated turnover of the company as per the last audited financial statements of the company, the approval of Members is required by way of an Ordinary Resolution.

The Company has entered/ shall enter into contract(s)/ agreement(s)/ transaction(s) with Inox Wind Infrastructure Services Limited, a material subsidiary, a related party, for subscribing the Equity Shares and 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of Rs. 10/- each of IWISL for consideration other than cash in lieu of their unsecured loans and ICDs including interest thereon. The transactions with related party are in the ordinary course of business of the Company and on arm's length basis.

The aggregate value of each of transaction with related party is more than the ceiling limit prescribed in the Regulation 23 of the Listing Regulations and hence, the resolution as set out at Item No. 5 of the Notice is being placed before the Members for seeking their approval by way of an Ordinary Resolution.

The Audit Committee of the Board of the Company has approved the said transactions with the related party.

Shri Vineet Valentine Davis, Whole-time Director and Shri Mukesh Manglik, Non Executive Director and their relatives shall be deemed to be concerned or interested in the resolution set out at Item No.5 of the Notice.

Save and except the above, 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 recommends the resolution as stated at Item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 6

The Company may require funds in order to meet capital expenditure requirements for ongoing and future projects of the Company, to sustain growth in the business, for business expansion and to improve the financial leveraging strength of the Company, working capital requirements, debt repayments including repayment of any existing or future debt incurred for any purpose including for paying off any liability, investments including amongst others, in subsidiary companies, general corporate purposes including but not limited to pursuing new business opportunities, acquisitions, alliances etc. and such other purpose as may be determined by the Board from time to time.

For this purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partly convertible debentures, GDRs, ADRs or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares or any other eligible securities and/or any

combination thereof, for an aggregate amount of up to Rs. 200 Crore (Rupees Two Hundred Crore only) through Qualified Institutions Placement to QIBs as defined in SEBI ICDR Regulations or Private Placement or Preferential Issue or Public Issue or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law. The issue of Securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the SEBI ICDR Regulations, the Depository Receipts Scheme, 2014 and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed Special Resolution is an enabling resolution and therefore, the proposal seeks to confer upon the Board (including its Committee thereof), the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements and market conditions. The detailed terms and conditions of such issuance will be determined by the Board or a Committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law and other relevant factors. Accordingly, the Board (including its Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

In the event of issuance of Securities by way of a QIP, as per the provisions of the SEBI ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations and applicable law. The Board or Committee of Directors duly authorised by the Board are hereby being authorised to offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under Regulation 176 of the SEBI ICDR Regulations or such other discount as may be permitted in accordance with applicable law.

Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members or such other time as may be permitted under the SEBI ICDR Regulations from time to time. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable. Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter, or any person related to promoters in terms of the SEBI ICDR Regulations.

Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting.

The Board of Directors, at its meeting held on 6th October, 2021, has accorded its approval for raising of funds by the Company for an amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore only) through issue of one or more type of Securities, subject to members' approval and such other approvals as may be required under the applicable laws.

The Securities allotted as above might be listed on BSE Limited and National Stock Exchange of India Limited or other stock exchanges outside India. The offer/ issue/ allotment would be subject to the regulatory approvals, if any. The conversion of Securities, if any, held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap, if any, and the applicable foreign exchange regulations. As and when the Board or a Committee thereof takes a decision on matters pertaining to the proposed fund raise, on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot the Securities to the investors, who may or may not be the existing members of the Company.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except (i) for their shareholding in the

Company; and (ii) to the extent of any securities of the Company which may be allotted to them pursuant to this resolution.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 6 of the accompanying notice relating to fund raising by issuance of securities of the Company.

Item No. 7

The Company's material subsidiary, Inox Wind Infrastructure Services Limited (IWISL) is engaged in the business of Erection, Procurement and Commissioning ("EPC"), Operations and Maintenance ("O&M") and Common Infrastructure Facilities services and development of wind farms services for Wind Turbine Generators.

The O&M and EPC Businesses of IWISL are separately identifiable. As part of strategic business restructuring, IWISL is contemplating to transfer the EPC business by way of 'slump sale' ("Proposed Transaction") to its currently wholly owned subsidiary, Resco Global Wind Services Private Limited (RGWSPL), a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

RGWSPL is currently a wholly owned subsidiary of IWISL and thus a step down subsidiary of your Company. The Board of Directors of your Company at their meeting held on 6th October, 2021 has also approved to acquire the entire issued and paid up equity share capital of RGWSPL from IWISL, post which it shall become the Company's direct wholly owned subsidiary.

Regulation 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that no company shall sell, dispose and lease assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ Tribunal or under a resolution plan duly approved under the Insolvency Code.

A material subsidiary, in terms of the Company's Policy on Material Subsidiary and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 means a subsidiary, whose income or net worth exceeds 10% of its consolidated income or net worth respectively, as per the audited consolidated financial statements in the immediately preceding accounting year.

In view of the above provisions, the resolution is being placed before the shareholders for seeking their approval on the proposed transaction of its material subsidiary, IWISL.

Shri Vineet Valentine Davis, Whole-time Director and Shri Mukesh Manglik, Non Executive Director and their relatives shall be deemed to be concerned or interested in the resolution set out at Item No. 7 of the Notice.

Save and except the above, 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 recommends passing of the Resolution as set out at Item No. 7 of the Notice as a Special Resolution.

By Order of the Board of Directors

Place: Noida
Date : 6th October, 2021

Deepak Banga
Company Secretary
ICSI Membership No.: A12716