

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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Scrip code: 539083**Scrip code: INOXWIND**

Sub: Proceedings and Declaration of Voting Results in respect of Resolutions passed at the 8th Extra-Ordinary General Meeting (EGM) of the Company held on Friday, 29th October, 2021 at 12:00 Noon through Video Conferencing ("VC"/ Other Audio Visual Means ("OAVM"))

Ref: Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

We would like to inform you that the 8th Extra-ordinary General Meeting (EGM) of the Company was held on Friday, 29th October, 2021 at 12:00 Noon through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made there under, various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the businesses mentioned in the EGM Notice dated 6th October, 2021.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, as amended and MCA Circulars, the Company had provided facility of remote e-voting to its Members by using remote e-voting system as well as remote e-voting during the EGM in respect of the businesses to be transacted at the EGM.

M/s J. K Gupta and Associates, Practicing Company Secretaries, Delhi ("the Scrutinizer") has scrutinized and reviewed the votes cast by the Members through remote e-voting prior to the date of EGM as well as through e-voting process during the EGM on the resolutions transacted at the EGM and submitted his report today i.e. 29th October, 2021.

In this regard, we hereby enclose herewith the following:

Proceedings of the EGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations	Annexure 1
Voting results of the EGM pursuant to Regulation 44 of the Listing Regulations	Annexure 2
Consolidated Report of the Scrutinizer dated 29 th October, 2021 on remote e - Voting and electronic voting at the EGM	Annexure 3

The above voting results will also be available on the website of the Company at www.inoxwind.com and on website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

You are requested to take the same on record.

Thanking You

Yours faithfully,
For **Inox Wind Limited**

Deepak Banga
Company Secretary



Encl: as above



Annexure 1

Gist of proceedings of the 8th Extra-Ordinary General Meeting (EGM) of Inox Wind Limited held on 29th October, 2021 at 12:00 Noon (IST) through Video Conferencing/ Other Audio Visual Means (VC/ OAVM) facility

- The 8th EGM of the Members of the Company was held on Friday, 29th October, 2021 at 12:00 Noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
- Shri Vineet Valentine Davis, Whole-time Director of the Company, was appointed as the Chairman of the Meeting. The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman introduced the Directors who had joined the meeting. It was also informed that Shri Narayan Lodha, Chief Financial Officer, Shri Deepak Banga, Company Secretary, representatives of Statutory & Secretarial Auditors of the Company and Scrutinizer for the meeting were also present during the meeting.
- The Chairman informed that remote e-voting commenced from Monday, 25th October, 2021 at 9.00 A.M. and ended on Thursday, 28th October, 2021 at 5.00 P.M. Further, the facility for e-voting during the EGM was also provided to the Members of the Company.
- The Chairman briefed the Members, inter-alia, on the items of EGM Notice.
- The Chairman invited the questions and suggestions from Members who had registered themselves as speaker shareholders for the Meeting. A fair opportunity was given to the Members of the Company to seek clarifications and/ or offer comments to the items of the business and the same were adequately answered/ clarified at the Meeting.
- The following items of business as set out in the Notice calling the Meeting were proposed for Members' approval through e-voting (i.e. remote e-voting and e-voting facility given during the EGM to the Members who have attended the Meeting virtually to cast their votes):
 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 (Ordinary Resolution)
 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 (Special Resolution)
 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 (Special Resolution)
 4. Approval of Material Related Party Transactions with Promoter/ Promoter Group of the Company (Ordinary Resolution)
 5. Approval of Material Related Party Transactions with Inox Wind Infrastructure Services Limited, subsidiary company (Ordinary Resolution)
 6. Authorisation for issuance of Equity Shares/ other securities upto Rs. 200 Crore (Special Resolution)
 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 (Special Resolution)
- The Chairman announced that Shri Deepak Banga, Company Secretary has been authorised to declare the e-voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the EGM) along with the Scrutinizer's Report, which shall be displayed on the website of the Company; www.inoxwind.com; website of CDSL, www.evotingindia.com; and websites of Stock Exchanges (both BSE and NSE) within 2 working days of the conclusion of the Meeting

- The Chairman then thanked the Members attending the EGM through Video Conference and declared the meeting as concluded. At the time of conclusion of EGM, the Chairman announced that the e-voting facility provided during the EGM shall remain open for next 15 minutes after the conclusion of the EGM.

Yours faithfully,
For **Inox Wind Limited**


Deepak Banga
Company Secretary



INOX WIND LIMITED
8th Extra-Ordinary General Meeting

Annexure 2

Date of the AGM/EGM	29.10.2021
Total number of shareholders on record date	56,797
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	44
Promoters and Promoter Group:	10
Public	34



Resolution 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

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100.00%
Public-Institutions	E-Voting	58,72,403	31,48,197	53.61%	31,48,197	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		58,72,403	31,48,197	53.61%	31,48,197	0	100.00%
Public-Non Institutions	E-Voting	6,61,33,346	2,50,02,451	37.81%	2,50,00,750	1,701	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		6,61,33,346	2,50,02,451	37.81%	2,50,00,750	1,701	99.99%
Total		22,19,18,226	17,80,63,125	80.24%	17,80,61,424	1,701	100.00	0.00



Resolution 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

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100.00%
Public-Institutions	E-Voting	58,72,403	31,48,197	53.61%	27,69,890	3,78,307	87.98%	12.02%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		58,72,403	31,48,197	53.61%	27,69,890	3,78,307	87.98%
Public-Non Institutions	E-Voting	6,61,33,346	2,50,02,451	37.81%	2,49,99,437	3,014	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		6,61,33,346	2,50,02,451	37.81%	2,49,99,437	3,014	99.99%
Total		22,19,18,226	17,80,63,125	80.24%	17,76,81,804	3,81,321	99.79%	0.21%



Resolution 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

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100.00%
Public-Institutions	E-Voting	58,72,403	31,48,197	53.61%	31,48,197	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		58,72,403	31,48,197	53.61%	31,48,197	0	100.00%
Public-Non Institutions	E-Voting	6,61,33,346	2,50,02,451	37.81%	2,49,99,484	2,967	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		6,61,33,346	2,50,02,451	37.81%	2,49,99,484	2,967	99.99%
Total		22,19,18,226	17,80,63,125	80.24%	17,80,60,158	2,967	100.00%	0.00%



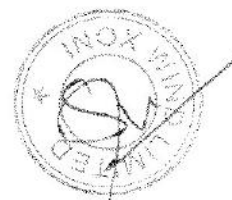
Resolution No.4 Approval of Material Related Party Transactions with Promoter/ Promoter Group of the Company

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,99,12,477	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		14,99,12,477	0	0.00%	0	0	0.00%
Public-Institutions	E-Voting	58,72,403	31,48,197	53.61%	27,69,890	3,78,307	87.98%	12.02%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		58,72,403	31,48,197	53.61%	27,69,890	3,78,307	87.98%
Public-Non Institutions	E-Voting	6,61,33,346	2,50,02,451	37.81%	2,49,99,154	3,297	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		6,61,33,346	2,50,02,451	37.81%	2,49,99,154	3,297	99.99%
Total		22,19,18,226	2,81,50,648	12.69%	2,77,69,044	3,81,604	98.64%	1.36%



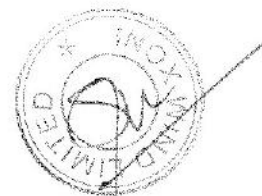
Resolution No.5 Approval of Material Related Party Transactions with Inox Wind Infrastructure Services Limited, subsidiary company

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,99,12,477	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		14,99,12,477	0	0.00%	0	0	0.00%
Public-Institutions	E-Voting	58,72,403	31,48,197	53.61%	31,48,197	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		58,72,403	31,48,197	53.61%	31,48,197	0	100.00%
Public-Non Institutions	E-Voting	6,61,33,346	2,50,02,451	37.81%	2,49,99,454	2,997	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		6,61,33,346	2,50,02,451	37.81%	2,49,99,454	2,997	99.99%
Total		22,19,18,226	2,81,50,648	12.69%	2,81,47,651	2,997	99.99%	0.01%



Resolution No.6 Authorisation for issuance of Equity Shares/ other securities upto Rs. 200 Crore

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100.00%
Public-Institutions	E-Voting	58,72,403	31,48,197	53.61%	31,48,197	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		58,72,403	31,48,197	53.61%	31,48,197	0	100.00%
Public-Non Institutions	E-Voting	6,61,33,346	2,50,02,451	37.81%	2,49,99,499	2,952	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		6,61,33,346	2,50,02,451	37.81%	2,49,99,499	2,952	99.99%
Total		22,19,18,226	17,80,63,125	80.24%	17,80,60,173	2,952	100.00%	0.00%



Resolution 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

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		14,99,12,477	14,99,12,477	100.00%	14,99,12,477	0	100.00%
Public-Institutions	E-Voting	58,72,403	31,48,197	53.61%	31,48,197	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		58,72,403	31,48,197	53.61%	31,48,197	0	100.00%
Public-Non Institutions	E-Voting	6,61,33,346	2,50,02,451	37.81%	2,50,00,640	1,811	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		6,61,33,346	2,50,02,451	37.81%	2,50,00,640	1,811	99.99%
Total		22,19,18,226	17,80,63,125	80.24%	17,80,61,314	1,811	100.00%	0.00%



J. K. Gupta & Associates

(Company Secretaries)

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Consolidated Scrutinizer's Report on Remote E-voting & Electronic Voting

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules, 2014]*

To,

The Chairman

INOX WIND LIMITED

Plot No. 1, Khasra Nos. 264 to 267
Industrial Area Village Basal
Una HP 174303

Subject: Consolidated Scrutinizer's Report on Remote E-Voting & Electronic Voting for the 08th Extra Ordinary General Meeting of Inox Wind Limited held on Friday, 29th October, 2021 at 12.00 noon conducted pursuant to the provision(s) of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

We, M/s. **J. K. Gupta & Associates**, having office at 257, Vardhman City Centre-2, Near Shakti Nagar Railway Under Bridge, New Delhi-110052 were appointed as the Scrutinizer by the Board of Directors of **Inox Wind Limited** ("the Company"), pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the E-Voting process in respect of the resolutions as set out in the Notice dated 06th October, 2021, for the 08th Extra Ordinary General Meeting held on Friday, 29th day of October, 2021 at 12:00 noon, through Video Conferencing (VC)\ Other Audio-Visuals Means (OVAM) in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the E-Voting process at the Extra Ordinary General Meeting is restricted to make a Scrutinizer report of the Votes Cast "in favor" or "against" the resolutions as stated below, based on the report generated from the E-Voting System provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company to provide E-Voting facilities.

The result of the Remote E-Voting together with that of the Electronic Voting carried out at the Extra Ordinary General Meeting are as under:



J. K. Gupta

SPECIAL BUSINESS

(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 reenactment(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."



I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	149	1780613980	99.999%
Electronic Voting at the AGM	2	260	100%
Total	151	1780614240	99.999%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	1	17010	0.001%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	1	17010	0.001%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



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II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	149	178061398	99.999%
Electronic Voting at the AGM	2	26	100%
Total	151	178061424	99.999%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1	1701	0.001%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	1	1701	0.001%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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) ("NCPRPS"), 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 NCPRPS to the Promoter in lieu of a part/ whole of their unsecured advances and ICDs including interest accrued thereon into NCPRPS, their outstanding amount shall stand reduced to the extent of issuance of NCPRPS and such ICDs so converted shall cease to carry any interest from the date of allotment of the NCPRPS."

"RESOLVED FURTHER THAT the said NCPRPS shall not be listed with any Stock Exchange."

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

- (i) NCPRPS shall rank for dividend in priority to the Equity Shares of the Company;
- (ii) The holders of NCPRPS will be entitled to receive a participatory dividend in a financial year in which the Company pays dividend to its equity shareholders (Participatory dividend). Such participatory dividend will be payable at the same rate as the dividend paid on the equity shares;
- (iii) NCPRPS shall, in case of winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares and shall also be entitled to participation in profits or assets or surplus funds, on the event of winding-up which may remain after the entire capital has been repaid;
- (iv) Holders of NCPRPS shall be paid dividend on a non-cumulative basis;
- (v) NCPRPS shall not be convertible into Equity Shares;
- (vi) NCPRPS shall not carry any voting rights;
- (vii) NCPRPS shall be redeemable at par, at 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."

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	137	1776817780	99.786%
Electronic Voting at the AGM	2	260	100%
Total	139	1776818040	99.786%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	13	3813210	0.214%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	13	3813210	0.214%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	137	177681778	99.786%
Electronic Voting at the AGM	2	26	100%
Total	139	177681804	99.786%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	13	381321	0.214%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	13	381321	0.214%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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) ("NCPRPS"), 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 NCPRPS shall not be listed with any Stock Exchange."

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

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

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to decide and approve the other terms and conditions of the issue of NCPRPS and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, ("Listing



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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.”

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	146	1780601320	99.998%
Electronic Voting at the AGM	2	260	100%
Total	148	1780601580	99.998%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	4	29670	0.002%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	4	29670	0.0002%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	146	178060132	99.998%
Electronic Voting at the AGM	2	26	100%
Total	148	178060158	99.998%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	4	2967	0.002%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	4	2967	0.0002%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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 (NCPRPS), 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 NCPRPS, 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 NCPRPS, 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 NCPRPS

- (i) NCPRPS shall rank for dividend in priority to the Equity Shares of the Company;
- (ii) The holders of NCPRPS will be entitled to receive a participatory dividend in a financial year in which the Company pays dividend to its equity shareholders (Participatory dividend). Such participatory dividend will be payable at the same rate as the dividend paid on the equity shares;
- (iii) NCPRPS shall, in case of winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares and shall also be entitled to participation in profits or assets or surplus funds, on the event of winding-up which may remain after the entire capital has been repaid;
- (iv) Holders of NCPRPS shall be paid dividend on a non-cumulative basis;
- (v) NCPRPS shall not be convertible into Equity Shares;
- (vi) NCPRPS shall not carry any voting rights;
- (vii) NCPRPS shall be redeemable at par, at any time within a period not exceeding (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 IWEL 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."



I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	126	277690180	98.644%
Electronic Voting at the AGM	2	260	100%
Total	128	277690440	98.644%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	14	3816040	1.356%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	14	3816040	1.356%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	126	27769018	98.644%
Electronic Voting at the AGM	2	26	100%
Total	128	27769044	98.644%



(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	14	381604	1.356%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	14	381604	1.356%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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)	Subscription to 7,44,04,762 Equity Shares of Rs.10/-	The price has been determined pursuant to the



(material subsidiary company)	each of IWISL @ Rs.80.64 per share for consideration other than cash aggregating to Rs.600 Crore.	Valuation Report dated 7th 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 30th 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.”

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	136	281476250	99.989%
Electronic Voting at the AGM	2	260	100%
Total	138	281476510	99.925%



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(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	4	29970	0.011%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	4	29970	0.011%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	136	28147625	99.989%
Electronic Voting at the AGM	2	26	100%
Total	138	28147651	99.925%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	4	2997	0.011%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	4	2997	0.011%



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(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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



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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 Depositary Receipt Mechanism) Scheme 1993, Companies (Issue of Global Depositary Receipts) Rules, 2014, the Depositary Receipts Scheme, 2014, the Framework for issue of Depositary 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.”

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	147	1780601470	99.998%
Electronic Voting at the AGM	2	260	100%
Total	149	178061730	99.998%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	3	29520	0.002%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	3	29520	0.002%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST



(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	147	178060147	99.998%
Electronic Voting at the AGM	2	26	100%
Total	149	17806173	99.998%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	3	2952	0.002%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	3	2952	0.002%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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."

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	146	1780612880	99.998%
Electronic Voting at the AGM	2	260	100%
Total	148	1780613140	99.998%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	4	18110	0.002%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	4	18110	0.002%



(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	146	178061288	99.998%
Electronic Voting at the AGM	2	26	100%
Total	148	178061314	99.998%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	4	1811	0.002%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	4	1811	0.002%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



The electronic data and all other relevant records relating to E-Voting are under my safe custody and will be handed over to Mr. Deepak Banga, Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

This is to be noted that all the above mentioned Seven Resolutions are passed with requisite majority.

Thanking you


Yours faithfully
For and on behalf of M/s. J. K. Gupta & Associates



JCS Jitesh Gupta
Fellow Company Secretary
C.P. No.2448
M. No. 3978
UDIN: F003978C001323824

Date: 29.10.2021
Place: Delhi

Acknowledgement receipt of the Report
For and on behalf of **"INOX WIND LIMITED"**


Deepak Banga
Company Secretary
PAN: AELPB3220Q
Address: Inox Towers, Plot No. 17
Sector-16A, Noida- 201301

Date: - 29-10-2021
Place: - Noida