

NOTICE

INOX WIND LIMITED **(CIN: L31901HP2009PLC031083)**

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

Telephone/ Fax: +91 1975 - 272001

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

NOTICE is hereby given to the Members of **Inox Wind Limited** that the **Ninth Annual General Meeting** of the Company will be held at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh, India on Thursday, the 12th July, 2018 at 11:00 A.M., to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the report of the Auditors thereon

2. Re-appointment of Shri Deepak Asher as Director of the Company

To appoint a Director in place of Shri Deepak Asher (DIN: 00035371) who retires by rotation and being eligible offers himself for re-appointment.

3. Appointment of M/s. Dewan P. N. Chopra & Co., Chartered Accountants, New Delhi (Firm Registration No. 000472N) as Independent Auditors of the Company and to fix their Remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), variation(s) or re-enactment(s) thereof), M/s. Dewan P. N. Chopra & Co., Chartered Accountants (Firm Registration No. 000472N), be and is hereby appointed as Independent Auditors of the Company for a period of five years to hold office from the conclusion of this 9th Annual General Meeting ('AGM') till the conclusion of the 14th AGM of the Company and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration, based on the recommendation of Audit Committee, including reimbursement of actual out of pocket expenses.”

SPECIAL BUSINESS

4. Approve payment of remuneration to Shri Devansh Jain, Whole-time Director of the Company, for the Financial Year 2017-18, as per Schedule V of the Companies Act, 2013

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

“RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including statutory modification(s) or re-enactment(s) thereof, for the time being in force, the payment of remuneration, as detailed below, to Shri Devansh Jain (DIN: 01819331), Whole-time Director of the Company, for the Financial Year 2017-18, be and is hereby approved:

Remuneration: ₹ 50.64 Lakhs

Perquisites:

Company's car with driver, telephone facility, contribution to provident fund and other perquisites including medical expenses reimbursement and leave travel concession as per the rules of the Company. Use of car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Act, 1961.

Leave encashment payable in addition to the aforesaid remuneration as per the rules of the Company. Gratuity payable in addition to the above remuneration at the rate of half month's salary for each completed year of service.”

“RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 8th Annual General Meeting held on 26th September, 2017, approving the re-appointment and the remuneration payable to Shri Devansh Jain, remains unaltered.”

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

5. Approve payment of remuneration to Shri Rajeev Gupta, Whole-time Director of the Company, for the Financial Year 2017-18, as per Schedule V of the Companies Act, 2013 and approve his re-appointment as Whole-time Director for the period from 01st April, 2018 to 18th May, 2018

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

“RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including statutory modification(s) or re-enactment(s) thereof, for the time being in force, the payment of remuneration, as detailed below, to Shri Rajeev Gupta (DIN: 01773304), Whole-time Director of the Company, for the Financial Year 2017-18, be and is hereby approved:

Remuneration: ₹ 76.20 Lakhs

Perquisites:

Company's car with driver, telephone facility, furnished Company owned or leased accommodation, and other perquisites including medical expenses reimbursement and leave travel concession as per the rules of the Company. Use of car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Act, 1961.

Leave encashment payable in addition to the aforesaid remuneration as per the rules of the Company. Gratuity payable in addition to the above remuneration at the rate of half month's salary for each completed year of service.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including statutory modifications or re-enactment thereof, for the time being

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in force and subject to such other approvals as may be required including that of Central Government, Shri Rajeev Gupta be and is hereby re-appointed as Whole-time Director of the Company, for a period commencing from 1st April, 2018 to 18th May, 2018 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Rajeev Gupta, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof:

Remuneration of upto ₹ 16.50 Lakhs for the aforementioned period.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force.

In addition to remuneration within the above range, Shri Rajeev Gupta would also be entitled to the Company's car with driver, telephone facility, furnished Company owned or leased accommodation, and other perquisites including medical expenses reimbursement and leave travel concession as per the rules of the Company. Use of car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Act, 1961.

Leave encashment payable in addition to the aforesaid remuneration as per the rules of the Company. Gratuity payable in addition to the above remuneration at the rate of half month's salary for each completed year of service.

Provided that where, in a financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites as and by way of minimum remuneration, subject to the applicable limits specified under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard."

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

6. Appointment of Shri Kailash Lal Tarachandani, Chief Executive Officer (CEO) as Whole-time Director & CEO of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder Shri Kailash Lal Tarachandani, Chief Executive Officer (CEO) (DIN: 06388564) be and is hereby appointed as a Director of the Company, liable to retire by rotation"

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be required including that of Central Government, approval of the Members of the Company be and is hereby accorded for the appointment of Shri Kailash Lal Tarachandani as Whole-time Director & CEO of the Company for a period of one year with effect from 19th May, 2018 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Kailash Lal Tarachandani, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof:

Remuneration: Upto ₹ 200 lakhs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force.

Leave encashment payable in addition to the aforesaid remuneration as per the rules of the Company. Gratuity payable in addition to the above remuneration at the rate of half month's salary for each completed year of service. Other allowances/ perquisites/facilities as per the rules and regulations applicable to the senior executives of the Company."

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

7. Ratification of remuneration of M/s. Jain Sharma and Associates (Firm Registration No. 000270), Cost Auditors of the Company for the Financial Year 2018-19

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

"RESOLVED THAT pursuant to the provisions of Sections 141, 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 1.87 Lakhs plus goods and services tax as applicable and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s. Jain Sharma and Associates, Cost Auditors (Firm Registration No. 000270) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31st March, 2019, be and is hereby ratified and confirmed."

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

8. Re-appointment of Shri Shanti Prashad Jain as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Shanti Prashad Jain (DIN: 00023379), a Non-Executive Independent Director of the Company, being eligible for re-appointment and in respect of whom the Nomination and Remuneration Committee of the Board has recommended his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years from 1st April, 2019 to 31st March, 2024 and whose period of office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

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9. Re-appointment of Shri Venkatanarayanan Sankaranarayanan as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Venkatanarayanan Sankaranarayanan (DIN: 01184654), a Non-Executive Independent Director of the Company, being eligible for re-appointment and in respect of whom the Nomination and Remuneration Committee of the Board has recommended his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years from 1st April, 2019 to 31st March, 2024 and whose period of office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

By Order of the Board of Directors

Place: Noida
Date: 11th June, 2018

Deepak Banga
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item Nos. 4 to 9 hereinabove is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 6th July, 2018 to Thursday, 12th July, 2018 (both days inclusive).
5. Appointment / Re-appointment of Directors:
The information required to be provided under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director(s) being appointed / re-appointed is given herein below and also in the Corporate Governance Report:

Name of Director	Shri Deepak Asher	Shri Devansh Jain	Shri Rajeev Gupta	Shri Kailash Lal Tarachandani	Shri Shanti Prashad Jain	Shri Venkatanarayanan Sankaranarayanan
Age and Date of Birth	59 Years, 15 th January, 1959	31 Years, 13 th October, 1986	59 Years, 15 th December, 1958	49 Years, 2 nd October, 1968	78 Years, 01 st February, 1940	60 years, 14 th July, 1957
Date of first appointment on the Board	09 th April, 2009	25 th April, 2009	26 th November, 2009	18 th May, 2018	06 th May, 2013	02 nd September, 2016
Directors Identification Number	00035371	01819331	01773304	06388564	00023379	01184654
Qualification	A Commerce and Law Graduate and also a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost and Works Accountants of India.	Double Major in Economics and Business Administration from Carnegie Mellon University, Pittsburgh, USA.	Bachelors Degree of Technology in Chemical Engineering from the Indian Institute of Technology, Delhi.	Bachelors Degree of Technology in Electrical Engineering from Indian Institute of Technology, Kanpur and a Master's Degree in Business Administration from INSEAD, France.	Fellow member of the Institute of Chartered Accountants of India	Commerce Graduate from Madurai University

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Name of Director	Shri Deepak Asher	Shri Devansh Jain	Shri Rajeev Gupta	Shri Kailash Lal Tarachandani	Shri Shanti Prashad Jain	Shri Venkatanarayanan Sankaranarayanan
Experience/ Expertise in Specific Functional Area	He has more than 27 years' experience in Corporate Finance and Business Strategy. He is the founder President of the Multiplex Association of India and was awarded the Theatre World Newsmaker of the Year Award for his contribution to the multiplex sector. He has been responsible for Group's diversification in diverse fields of cinema exhibition, carbon credits and renewable energy.	He has over 10 years of work experience in various management positions. He has been spearheading Inox Group's foray into the wind energy sector.	He has more than 37 years' experience in corporate planning, business and project development, project management, sales, procurement and operations in international and domestic industries. He has more than 9 years' experience in the wind industry in various capacities.	He has more than 23 years of experience in the field of strategy management, global project execution, product management, business development and was instrumental in building organizations, setting up their plants, acquiring technologies and developing their management team.	He has more than four decades of experience as a Chartered Accountant and Direct Tax Consultant. He is a Senior partner of firm M/s. Shanti Prashad & Co., Chartered Accountants, New Delhi	He has wide exposure and experience of over 31 years in Finance and Taxation.
Directorship held in other Companies	1. Gujarat Fluorochemicals Limited 2. Inox Leisure Limited 3. Inox Renewables Limited 4. Inox Renewables (Jaisalmer) Limited 5. Inox Infrastructure Limited 6. Swanston Multiplex Cinemas Private Limited	1. Inox Consumer Products Private Limited 2. Inox Renewables Limited 3. Inox Renewables (Jaisalmer) Limited 4. Inox Leasing and Finance Limited 5. Inox FMCG Private Limited	SCC Consulting India Private Limited	Tarachandani Energy Consultants Private Limited	1. Gujarat Fluorochemicals Limited 2. Inox Renewables Limited 3. Inox Renewables (Jaisalmer) Limited 4. Inox Infrastructure Limited 5. Inox Wind Infrastructure Services Limited 6. S.P. Securities Limited	
Membership/ Chairmanship of Committees in other Companies	Gujarat Fluorochemicals Limited 1. Audit Committee, Member 2. Stakeholders' Relationship Committee, Member 3. Committee of Directors for Operations, Member	Inox Renewables Limited (IRL) 1. Corporate Social Responsibility Committee, Chairman 2. Nomination and Remuneration Committee, Member 3. IRL Committee of Board of Directors for Operations, Member	None	None	Gujarat Fluorochemicals Limited 1. Audit Committee, Chairman 2. Nomination and Remuneration Committee, Chairman 3. Corporate Social Responsibility Committee, Chairman	Inox Renewables Limited 1. Audit Committee, Member 2. Nomination and Remuneration Committee, Member

Name of Director	Shri Deepak Asher	Shri Devansh Jain	Shri Rajeev Gupta	Shri Kailash Lal Tarachandani	Shri Shanti Prashad Jain	Shri Venkatanarayanan Sankaranarayanan
	Inox Infrastructure Limited 1.Audit Committee, Member	Inox Renewables (Jaisalmer) Limited (IRJL) 1. Corporate Social Responsibility Committee, Chairman	None	None	Inox Renewables Limited 1.Audit Committee, Chairman 2.Nomination and Remuneration Committee, Chairman 3. Corporate Social Responsibility Committee, Member	Inox Renewables (Jaisalmer) Limited 1.Audit Committee, Member 2.Nomination and Remuneration Committee, Member
	Inox Leisure Limited 1.Audit Committee, Member, 2.Stakeholders' Relationship Committee, Member 3.Committee of Directors for Operations, Member	2.Nomination and Remuneration Committee, Member 3.IRJL Committee of Board of Directors for Operations, Member			Inox Renewables (Jaisalmer) Limited 1.Audit Committee, Chairman 2.Nomination and Remuneration Committee, Chairman 3. Corporate Social Responsibility Committee, Member	Inox Wind Infrastructure Services Limited 1.Audit Committee, Member 2.Nomination and Remuneration Committee, Member
	Inox Renewables Limited (IRL) 1.Audit Committee, Member, 2. IRL Committee of Directors for Operations, Member					
	Inox Renewables (Jaisalmer) Limited (IRJL) 1.Audit Committee, Member 2.IRJL Committee of Directors for Operations, Member				Inox Wind Infrastructure Services Limited 1.Audit Committee, Chairman 2.Nomination and Remuneration Committee, Chairman	
					Inox Infrastructure Limited 1.Audit Committee, Chairman, 2.Nomination and Remuneration Committee, Chairman	

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Name of Director	Shri Deepak Asher	Shri Devansh Jain	Shri Rajeev Gupta	Shri Kailash Lal Tarachandani	Shri Shanti Prashad Jain	Shri Venkatanarayanan Sankaranarayanan
The Number of Meeting of the Board Attended during the year	5	5	4	N.A.	5	5
Remuneration last drawn	₹ 2.00 Lakh (Sitting fees)	₹ 50.64 Lakh for FY 2017-18	₹ 76.20 Lakh for FY 2017-18	₹ 120.66 Lakh for FY 2017-18	₹2.20 Lakh (Sitting fees)	₹1.20 Lakh (Sitting fees)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None	None	None
Shareholding in the Company	Nil	Nil	630 Equity Shares	530 Equity Shares	Nil	Nil

6. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Report of the Company for the Financial Year 2017-18 has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses was made available to us by the Depository Participants. We request the Members to register/ update their e-mail address with their Depository Participant, in case they have not already registered/ updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Registrar and Share Transfer Agent of the Company.
7. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all members through the e-voting platform of CDSL. In this regard, your demat account/ folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. E-voting is optional. The e-voting rights of the Members/ beneficial owners shall be reckoned on the equity shares held by them as on 5th July, 2018;
- The voting period begins on Monday, 9th July, 2018 at 9:00 A.M. and ends on Wednesday, 11th July, 2018 at 5:00 P.M. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 5th July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The Members should log on to the e-voting website www.evotingindia.com
 - Click on Shareholders / Members
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN of INOX WIND LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting user manual for Shareholders available at the website www.evotingindia.com, under help section or contact Shri Rakesh Dalvi, Manager, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (E), Mumbai – 400013., email: helpdesk.evoting@cdslindia.com, Tel: 1800225533

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- I. The voting period begins on Monday, 9th July, 2018 at 09:00 A.M. and ends on Wednesday, 11th July, 2018 at 5:00 P.M. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th July, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. The voting rights of Members shall be in proportion to their shares of the Paid - up Equity Share Capital of the Company as on the cut-off date of 5th July, 2018. For all others who are not holding shares as on 5th July, 2018 and receive the Annual Report of the Company, the same is for their information.
 - III. A copy of this Notice has been placed on the website of the Company and the website of CDSL e-Voting.
 - IV. M/s. J. K. Gupta & Associates, Practising Company Secretaries, Delhi (Firm's Registration No. S1996DE017300) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
 - VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.inoxwind.com and on the website of CDSL e-Voting and shall be communicated to BSE Limited and The National Stock Exchange of India Limited.
8. Members holding shares in physical form are requested to intimate Registrar and Transfer Agent of the Company viz., Link Intime India Private Limited, Unit: Inox Wind Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase-1, Near PVR Naraina, New Delhi - 110028, India, changes, if any, in their Bank details, registered address, Email ID etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
 9. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance at its Corporate Office, so as to enable the Company to keep the information ready.
 10. Members/ Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
 11. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
 12. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
 13. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 01:00 P.M. upto 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 and also at the Meeting.
 14. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
 15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited, quoting their Folio number.

Though not mandatory, this statement is provided for reference.

ITEM NO. 3

The Members of the Company in their 6th Annual General Meeting ('AGM') held on 19th September, 2015 had appointed M/s. Patankar & Associates, Chartered Accountants (Firm Registration No.107628W) as Independent Auditors of the Company to hold office from the conclusion of 6th AGM until the conclusion of 11th AGM. M/s. Patankar & Associates, Chartered Accountants vide their letter dated 8th June, 2018, have expressed their inability to continue as the Independent Auditors of the Company, due to time constraints caused by their other commitments and engagements, with effect from the conclusion of the 9th AGM.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at their Meeting held on 11th June, 2018 recommended the appointment of M/s. Dewan P. N. Chopra & Co., Chartered Accountants (Firm Registration No. 000472N) as Independent Auditors of the Company for a period of five years to hold office from the conclusion of the 9th AGM till the conclusion of the 14th AGM of the Company.

Brief profile of M/s. Dewan P. N. Chopra & Co. (DPNC):

DPNC takes its genesis from Dewan P N Chopra & Co, advocates set up over 75 years ago. Shri Anil Kumar Chopra is the Managing Partner of the Firm. Under his proficient guidance, the Firm has grown to a full service, multi-disciplinary practice with an impressive team of highly skilled professionals across five offices in New Delhi.

DPNC has in-depth expertise in Assurance, Risk Consultancy, International Taxation, Indian Taxation, Corporate Finance, Corporate Structuring, Commercial Laws, Foreign Exchange Management Act (FEMA), SEBI Regulations etc. DPNC holds Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

M/s. Dewan P. N. Chopra & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Independent Auditors in terms of the provisions of the Section 139 and Section 141 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, whether directly or indirectly, concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3.

The Directors recommend the Resolution as stated at Item No. 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

THE STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013 FOR ITEM NOS. 4 TO 9

ITEM NO. 4

At the 8th Annual General Meeting of the Company held on 26th September, 2017, the Members had re-appointed Shri Devansh Jain (DIN: 01819331) as a Whole-time Director of the Company for a period of 5 years with from 1st November, 2017 on the terms as contained in the said Resolution.

As the Company has inadequate profits during the Financial Year ended 31st March, 2018, the payment of remuneration to Shri Devansh Jain for the period from 01st April, 2017 to 31st March, 2018 shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination and Remuneration Committee and the Board at their respective meeting held on 11th June, 2018 have approved the payment of remuneration to Shri Devansh Jain, Whole-time Director of the Company, for the Financial Year 2017-18, as set out in the Resolution No. 4, in compliance with Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at their 8th Annual General Meeting approving his re-appointment and remuneration remains unaltered.

The information while seeking approval/consent of the shareholders as required under Schedule V of the Act is listed out hereinbelow:

ANNEXURE TO THE NOTICE

I. General Information:

S. No.	Particulars	Remarks
1.	Nature of Industry	Manufacture of Wind Turbine Generators and its components
2.	Date or expected date of commencement of commercial production	The commercial production commenced in the year 2010.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4.	Financial performance based on given indicators	(Amount in ₹ Lakhs)
	Particulars	As per audited Financial Statements for the Financial Year
		2015-16 2016-17 2017-18
	Paid up Capital	22,192 22,192 22,192
	Revenue from Operations	387,976 286,322 21,243
	Other Income	8,308 12,047 3,441
	Total Revenue from Operations (Net)	396,284 298,369 24,684
	Net Expenses	329,921 263,576 48,647
	Profit before Tax	66,363 34,793 (23,963)
	Total Tax Expense	18,717 9,161 (8,246)
	Profit/ (Loss) for the year	47,646 25,632 (15,717)
5.	Foreign investments of collaboration, if any	The Company has a state-of-the-art technology licensed from AMSC, a leading wind energy technology company, for exclusive manufacturing of 2 MW Wind Turbine Generators (WTGs) in India. The Company also has a non-exclusive license to manufacture 2 MW WTGs worldwide, based on AMSC's proprietary technology. In addition to this, the Company has a non-exclusive license from Wind Novation Engineering Solutions GmbH, Germany to manufacture rotor blade sets in variant of 93.3, 100 and 113-meter rotor diameter. Additionally, the Company have a collaboration with AMSC to develop a 3 MW turbine specially designed for the Indian market.

II. Information about the appointee:

S. No.	Particulars	Remarks
1.	Background details	Shri Devansh Jain is a Whole-time Director of the Company since 1 st November, 2012. He has over 10 years of work experience in various management positions.
2.	Past remuneration	₹ 120.64 lakh for the FY 2016-17
3.	Recognition or awards	(a) Was awarded "Young Entrepreneur Award" at the AIMA Managing India Awards 2017. (b) Was featured in the Economic Times "40 under Forty - Celebrating Young Leaders" study conducted by Spencer Stuart in 2016. (c) Was awarded for his outstanding contribution to renewable energy at the Energy and Environment Foundation – Global Excellence Awards 2014. (d) Was awarded 'Wind Power Man of the Year 2012-13' at the annual event conceptualized by Global Energia.
4.	Job profile and his suitability	His job involves diverse fields of strategy and management planning, execution, finance, law and corporate affairs. As Whole-time Director of the Company, he is entrusted with the powers and authority to manage the overall affairs of the Company subject to superintendence, direction and control of the Board of Directors. He is having over 10 years of experience of Corporate management and possesses all required competencies. Thus, he is found to be most suitable for the position based on his qualification and vast experience.
5.	Remuneration proposed	The remuneration of Shri Devansh Jain is detailed in the Resolution.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed Remuneration of Shri Devansh Jain is comparable and competitive with the remuneration being paid to Whole-time Directors in the relevant industry. Considering the background, competence and experience of Shri Devansh Jain, the terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable keeping in view the size of the Company and the responsibility entrusted upon him.
7.	Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Shri Devansh Jain has no pecuniary relationship directly or indirectly either with the Company or with any of the managerial personnel of the Company.

III. Other Information:

S. No.	Particulars	Remarks
1.	Reasons for loss or inadequate profits.	The unexpected change in regime from feed in tariff to auction regime led to disruption of operations in the Wind Sector. The Sector added 1.7 GW in FY 2017-18 as against 5.5 GW added in FY 2016-17.
2.	Steps taken or proposed to be taken for improvement.	During the year, the Company focussed on reducing fixed cost, supply chain, administration and manpower cost.
3.	Expected increase in productivity and profits in measurable terms.	FY 2017-18 saw auctions of 7.5 GW of Wind Power Projects. The Company's order book stands at sector leading 950 MW. As we begin execution of orders in FY 2018-19, we expect normalised operations.

NOTICE

IV. Disclosures:

The following disclosures are mentioned in the Board of Director's Report under the heading "Corporate Governance Report", attached to the Annual Report

S. No.	Particulars	Remarks
i.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc., of all the directors.	Details with regard to Salary, benefits and sitting fees paid to Directors are disclosed in the Corporate Governance Report. The Company did not give any bonuses and stock options to the Directors.
ii.	Details of fixed component and performance linked incentives alongwith the performance criteria.	Details with regard to Salary, benefits and sitting fees paid to Directors are disclosed in the Corporate Governance Report.. The Company did not give performance linked incentives to the Directors.
iii.	Service contracts, notice period, severance fees etc.	Service contracts - 01.11.2012 to 31.10.2017 & 01.11.2017 to 31.10.2022
iv.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable

In compliance with Sections 196, 197 read with Schedule V of the Act and Rules framed thereunder, the approval for payment of remuneration to Shri Devansh Jain as a Whole-time Director of the Company, for the Financial Year 2017-18, is being placed before the Members for their approval.

Brief resume of Shri Devansh Jain, nature of his experience in specific functional areas and names of companies in which he holds Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at Note No. 5 of the Notice.

Shri Devansh Jain is interested in the resolution set out at Item No.4 of the Notice. The relatives of Shri Devansh Jain may also be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

ITEM NO. 5

At the 8th Annual General Meeting of the Company held on 26th September, 2017, the Members had re-appointed Shri Rajeev Gupta (DIN: 01773304) as a Whole-time Director of the Company for a period of one year commencing from 1st April, 2017 on the terms including remuneration as contained in the said Resolution.

Further, the Board of Directors at their meeting held on 2nd February, 2018, based on the recommendation of the Nomination and Remuneration Committee, recommended his re-appointment for a further period of one year commencing from 1st April, 2018.

As the Company has inadequate profits during the Financial Year ended 31st March, 2018, the payment of remuneration to Shri Rajeev Gupta shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination and Remuneration Committee and the Board at their respective meeting held on 11th June, 2018

have approved the remuneration of Shri Rajeev Gupta, Whole-time Director of the Company, for the Financial Year 2017-18, as was approved by the Members at the 8th Annual General Meeting, in compliance with Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof.

The specified information while seeking approval/consent of the shareholders as required under Schedule V of the Act is listed out hereinbelow:

I. General Information:

S. No.	Particulars	Remarks
1.	Nature of Industry	Manufacture of Wind Turbine Generators and its components
2.	Date or expected date of commencement of commercial production	The commercial production commenced in the year 2010.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4.	Financial performance based on given indicators	(Amount in ₹ Lakhs)
	Particulars	As per audited Financial Statements for the Financial Year
		2015-16 2016-17 2017-18
	Paid up Capital	22,192 22,192 22,192
	Revenue from Operations	387,976 286,322 21,243
	Other Income	8,308 12,047 3,441
	Total Revenue from Operations (Net)	396,284 298,369 24,684
	Net Expenses	329,921 263,576 48,647
	Profit before Tax	66,363 34,793 (23,963)
	Total Tax Expense	18,717 9,161 (8,246)
	Profit/ (Loss) for the year	47,646 25,632 (15,717)
5.	Foreign investments of collaboration, if any.	The Company has a state-of- the-art technology licensed from AMSC, a leading wind energy technology company, for exclusive manufacturing of 2 MW Wind Turbine Generators (WTGs) in India. The Company also has a non-exclusive license to manufacture 2 MW WTGs worldwide, based on AMSC's proprietary technology. In addition to this, the Company has a non-exclusive license from Wind Novation Engineering Solutions GmbH, Germany to manufacture rotor blade sets in variant of 93.3, 100 and 113-meter rotor diameter. Additionally, the Company have a collaboration with AMSC to develop a 3 MW turbine specially designed for the Indian market.

NOTICE

II. Information about the appointee:

S. No.	Particulars	Remarks
1.	Background details	Shri Rajeev Gupta is a Whole-time Director of the Company since 1 st April, 2014. He has more than 37 years' experience in corporate planning, business and project development, project management, sales, procurement and operations.
2.	Past remuneration	₹ 126.15 lakh for FY 2016-17 (remuneration includes ₹ 46.15 lakh paid towards special incentive)
3.	Recognition or awards	-
4.	Job profile and his suitability	He is responsible for business development, project management, sales, procurement and operations. Has more than 37 years of experience out of which 9 years in the wind industry in various capacities. Thus, he is ideally suited for the job.
5.	Remuneration proposed	The remuneration of Shri Rajeev Gupta is detailed in the resolution.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	In the past few years, the remuneration of Senior Executives in the industry has increased significantly. The remuneration proposed to be paid to him is purely based on merit considering his vast experience and the responsibilities entrusted upon him. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial personnel in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities entrusted upon him before recommending the remuneration as proposed above.
7.	Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Shri Rajeev Gupta has no pecuniary relationship directly or indirectly either with the Company or with any of the managerial personnel of the Company.

III. Other Information:

S. No.	Particulars	Remarks
1.	Reasons for loss or inadequate profits	The unexpected change in regime from feed in tariff to auction regime led to disruption of operations in the Wind Sector. The Sector added 1.7 GW in FY 2017-18 as against 5.5 GW added in FY 2016-17.
2.	Steps taken or proposed to be taken for improvement.	During the year, the Company focussed on reducing fixed cost, supply chain, administration and manpower cost.
3.	Expected increase in productivity and profits in measurable terms	FY 2017-18 saw auctions of 7.5 GW of Wind Power Projects. The Company's order book stands at sector leading 950 MW. As we begin execution of orders in FY 2018-19, we expect normalised operations.

IV. Disclosures:

The following disclosures are mentioned in the Board of Director's Report under the heading "Corporate Governance Report", attached to the Annual Report

S. No.	Particulars	Remarks
i.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc., of all the directors.	Details with regard to Salary, benefits and sitting fees paid to Directors are disclosed in the Corporate Governance Report. The Company did not give any bonuses and stock options to the Directors.
ii.	Details of fixed component and performance linked incentives alongwith the performance criteria.	Details with regard to Salary, benefits and sitting fees paid to Directors are disclosed in the Corporate Governance Report. The Company did not give performance linked incentives to the Directors.
iii.	Service contracts, notice period, severance fees etc.	Service contracts - 01.04.2017 to 31.03.2018 & 01.04.2018 to 31.03.2019
iv.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable

In compliance with Sections 196, 197 read with Schedule V of the Act and Rules framed thereunder, approval for payment of remuneration to Shri Rajeev Gupta as Whole-time Director for the financial year 2017-18 as per Schedule V of the Companies Act, 2013 and his re-appointment as Whole-time Director of the Company for a period commencing from 1st April, 2018 upto 18th May, 2018 (i.e. the date he ceased to be a Director of the Company consequent to his resignation due to health issues) is being placed before the Members for their approval.

Brief resume of Shri Rajeev Gupta, nature of his experience in specific functional areas and names of companies in which he holds Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at Note No. 5 of the Notice.

Shri Rajeev Gupta is interested in the resolution set out at Item No.5 of the Notice. The relatives of Shri Rajeev Gupta may also be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

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

ITEM NO. 6

The Board of Directors of the Company at their meeting held on 18th May, 2018, appointed Shri Kailash Lal Tarachandani (DIN: 06388564) as an Additional Director of the Company with effect from 19th May, 2018, based on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161 of the Companies Act, 2013 ('the Act'), Shri Kailash Lal Tarachandani holds office as an Additional Director upto the date of this Annual General Meeting and is eligible for appointment as a Director.

NOTICE

The matter regarding appointment of Shri Kailash Lal Tarachandani, CEO as Whole-time Director & CEO of the Company was also placed before the Board at their meeting held on 18th May, 2018. The Board recommended his appointment as Whole-time Director & CEO on the terms and conditions including remuneration as mentioned in the Resolution, based on the recommendation of the Nomination and Remuneration Committee. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for his appointment.

Pursuant to the proviso to Section 160 of the Companies Act, 2013, as amended vide the Companies (Amendment) Act, 2017, the matter regarding appointment of Shri Kailash Lal Tarachandani as a Director was placed before the Nomination and Remuneration Committee at its meeting held on 11th June, 2018 and it has recommended his appointment.

In terms of Section 161 of the Act, the appointment of Shri Kailash Lal Tarachandani as Director is being placed before the Members for their approval. Further, in compliance with Sections 196, 197 read with Schedule V of the Act and Rules framed thereunder, the appointment of Shri Kailash Lal Tarachandani as Whole-time Director of the Company for a period of one year commencing from 19th May, 2018 is also being placed before the Members for their approval.

Brief resume of Shri Kailash Lal Tarachandani, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations are provided at Note No. 5 of the Notice.

Shri Kailash Lal Tarachandani is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. The relatives of Shri Kailash Lal Tarachandani may be deemed to be interested in the resolutions set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the Resolution as stated at Item No. 6 of the Notice for approval of the Members by way of a Special Resolution.

ITEM NO. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for passing an Ordinary Resolution as set out at Item No.7 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending 31st March, 2019.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Directors recommend the Resolution as stated at Item No.7 of the Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 8 AND 9

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ('the Act') and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Shri Shanti Prashad Jain was appointed as an Independent Director of the Company for a term of five consecutive years from 1st April, 2014 to 31st March, 2019. Shri Venkatanarayanan Sankaranarayanan was appointed as an Independent Director of the Company with effect from 2nd September, 2016 to fill the casual vacancy caused by the resignation of Dr. S. Rama Iyer, to hold office till the original term of Dr. S. Rama Iyer i.e. for a term upto 31st March, 2019. Hence, the tenure of both the Independent Directors shall end on 31st March, 2019.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri Shanti Prashad Jain and Shri V. Sankaranarayanan as Independent Directors for a second term of five consecutive years on the Board of the Company.

The Board of Directors, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, consider that, given their background and experience & contribution made by them during their tenure, the continued association of Shri Shanti Prashad Jain and Shri V. Sankaranarayanan would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter-alia, provide that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of upto five consecutive years on the Board and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for upto two consecutive terms.

The Company has received declarations from Shri Shanti Prashad Jain and Shri Venkatanarayanan Sankaranarayanan that they meet the criteria for independence as prescribed under Section 149 (6) of the Act and under the Listing Regulations and in the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors of the Company as specified in the Act and the Listing Regulations and they are independent of the management.

Copy of draft letters of appointment of Shri Shanti Prashad Jain and Shri V. Sankaranarayanan setting out the terms and conditions of appointment are available for inspection by the Members at the Registered Office of the Company.

Brief resume of Directors whose re-appointment as Independent Directors are proposed at Item Nos. 9 and 10 alongwith nature of their experience in specific functional areas and names of companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 (3) of the Listing Regulations are provided at Note No. 5 of the Notice.

Shri Shanti Prashad Jain and Shri Venkatanarayanan Sankaranarayanan are interested in their respective resolution set out at Item Nos. 9 and 10. of the Notice. Their relatives may also be deemed to be interested in their respective resolutions, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors recommend the Resolutions as stated at Item Nos. 9 and 10 of the Notice for approval of the Members by way of Special Resolution.

By **Order of the Board of Directors**

Place: Noida
Date: 11th June, 2018

Deepak Banga
Company Secretary

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

INOX WIND LIMITED
(CIN: L31901HP2009PLC031083)

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

Telephone/ Fax:+91 1975 - 272001

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

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

I hereby record my/our presence at the **9th Annual General Meeting of the Company at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh, India on Thursday, the 12th July, 2018 at 11:00 A.M.**

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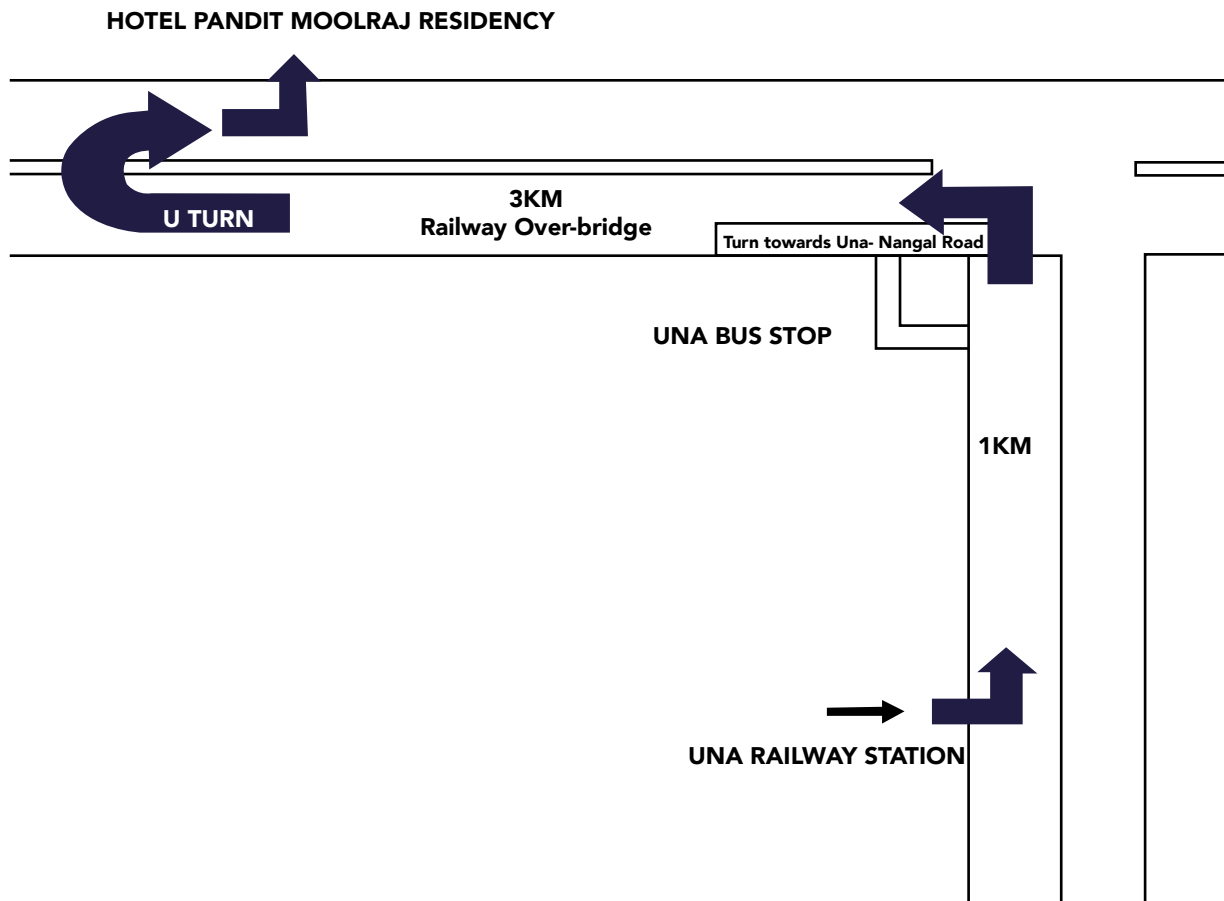
DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

* Applicable only for Investors holding shares in Electronic Form.

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
Share holders attending the meeting are requested to bring their copies of the Annual Report with them.

Member's/Proxy's Signature

ROUTE MAP



PROXY FORM

[Form No. MGT-11]

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

INOX WIND LIMITED
(CIN: L31901HP2009PLC031083)

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

Telephone/ Fax: +91 1975 - 272001

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

Ninth Annual General Meeting – 12th July, 2018

Name of the Member(s): _____

Registered Address : _____

E-mail ID : _____

Folio No./ Client ID : _____

DP ID : _____

I/ We, being the Member(s) of _____ shares of the above named Company, hereby

appoint

Name: _____ E-mail ID: _____

Address: _____ Signature: _____

Or failing him/ her Name: _____ E-mail ID: _____

Address: _____ Signature: _____

Or failing him/ her Name: _____ E-mail ID: _____

Address: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 9th Annual General Meeting of the Company, to be held on Thursday, 12th July 2018, at 11:00 A.M. at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolution	Vote (Please mention no. of shares) (See Note 2)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2018, the reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2018 and the report of the Auditors thereon.			
2.	Appointment of Director in place of Shri Deepak Asher, who retires by rotation and, being eligible, seeks re-appointment.			
3.	Appointment of M/s. Dewan P. N. Chopra & Co., Chartered Accountants, New Delhi (Firm Registration No.000472N) as Independent Auditors of the Company and to fix their Remuneration.			
Special Business				
4.	Approve payment of remuneration to Shri Devansh Jain, Whole-time Director of the Company, for the Financial Year 2017-18, as per Schedule V of the Companies Act, 2013.			
5.	Approve payment of remuneration to Shri Rajeev Gupta, Whole-time Director of the Company, for the Financial Year 2017-18, as per Schedule V of the Companies Act, 2013 and approve his re-appointment as Whole-time Director for the period from 01 st April, 2018 to 18 th May, 2018.			
6.	Appointment of Shri Kailash Lal Tarachandani, Chief Executive Officer (CEO) as Whole-time Director & CEO of the Company.			
7.	Ratification of remuneration of M/s. Jain Sharma & Associates, Cost Auditors of the Company for the Financial Year 2018-19.			
8.	Re-appointment of Shri Shanti Prashad Jain as an Independent Director of the Company.			
9.	Re-appointment of Shri Venkatanarayanan Sankaranarayanan as an Independent Director of the Company.			

Signed this _____ day of _____ 2018.

Signature of Members

Signature of Proxy Holder(s)

Affix a
Revenue
Stamp not
less than ₹ 1

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.