

# 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 Tenth **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 Tuesday, the 17<sup>th</sup> September, 2019 at 12:00 Noon to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the report of the Auditors thereon.

#### 2. Re-appointment of Shri Siddharth Jain as Director of the Company

To appoint a Director in place of Shri Siddharth Jain (DIN: 00030202) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. Approve payment of remuneration to Shri Devansh Jain, Whole-time Director of the Company, for the Financial Year 2018-19, 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 amendment(s) or re-enactment(s) thereof, for the time being in force, the remuneration, as detailed below, paid to Shri Devansh Jain (DIN: 01819331), Whole-time Director of the Company, for the Financial Year 2018-19, be and is hereby approved."

Remuneration: ₹92.64 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 Rules, 1961.

Leave encashment in addition to the aforesaid remuneration as per the rules of the Company. Gratuity 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 8<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> 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 steps as may be necessary, proper and expedient to give effect to this resolution.”

**4. Approve payment of remuneration to Shri Kailash Lal Tarachandani, Whole-time Director & CEO of the Company, for the period from 19<sup>th</sup> May, 2018 to 31<sup>st</sup> March, 2019, as per Schedule V of the Companies Act, 2013 and approve his Re-appointment as Whole-time Director & CEO for a period of one year with effect from 19<sup>th</sup> May, 2019**

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 amendment(s) re-enactment(s) thereof, for the time being in force, the remuneration, as detailed below, paid to Shri Kailash Lal Tarachandani (DIN: 06388564), Whole-time Director & CEO of the Company, for the period from 19<sup>th</sup> May, 2018 to 31<sup>st</sup> March, 2019, be and is hereby approved.

Remuneration: ₹228.53 Lakhs

The aforesaid remuneration 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 in addition to the aforesaid remuneration as per the rules of the Company. Gratuity in addition to the above remuneration at the rate of half month’s salary for each completed year of service. Other allowances/special incentive/perquisites/ facilities as per the rules and regulations applicable to the senior executives of the Company.”

**“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 amendment(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 19<sup>th</sup> May, 2019 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 term 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 are in compliance of the provisions of Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof:

Remuneration: Upto ₹230 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 /special incentives/ awards/ perquisites/ facilities in addition to the aforesaid remuneration 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 steps as may be necessary, proper and expedient to give effect to this resolution.”

**5. Re-appointment of Ms. Bindu Saxena 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 amendment(s) or re-enactment(s) thereof, for the time being in force), Ms. Bindu Saxena (DIN: 00167802), 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 her candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years from 21<sup>st</sup> October, 2019 to 20<sup>th</sup> October, 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 are hereby authorized to do all such acts and take all steps as may be deemed necessary, proper and expedient to give effect to this resolution.”

**6. Continuation of term of Shri Shanti Prashad Jain as an Independent Director who is above 75 years**

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Non-Executive Independent Director by Shri Shanti Prashad Jain (DIN: 00023379), who is above 75 years of age, in the light of justification as contained in

the Explanatory Statement annexed hereto and that he continue to hold the said office upto the expiry of his present term i.e. upto 31<sup>st</sup> March, 2024 on the existing terms and conditions.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and take all 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 2019-20**

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 amendment(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,87,000 (Rupees One Lakh and Eighty Seven Thousand Only) plus applicable taxes 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 31<sup>st</sup> March, 2020, 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 and take all steps as may be necessary, proper and expedient to give effect to this resolution.”

By **Order of the Board of Directors**

Place: Noida  
Date: 9<sup>th</sup> August, 2019

**Deepak Banga**  
Company Secretary

**Notes:**

- 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.
- 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.**

- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item Nos. 3 to 7 hereinabove is annexed hereto.
- The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, 11<sup>th</sup> September, 2019 to Tuesday, 17<sup>th</sup> September, 2019 (both days inclusive).
- 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:

<b>Name of Director</b>	<b>Shri Siddharth Jain</b>	<b>Shri Devansh Jain</b>	<b>Shri Kailash Lal Tarachandani</b>	<b>Ms. Bindu Saxena</b>	<b>Shri Shanti Prashad Jain</b>
Age and Date of Birth	40 Years, 21 <sup>st</sup> September, 1978	32 Years, 13 <sup>th</sup> October, 1986	50 Years, 2 <sup>nd</sup> October, 1968	61 Years, 20 <sup>th</sup> May, 1958	79 Years, 01 <sup>st</sup> February, 1940
Date of first appointment on the Board	25 <sup>th</sup> April, 2009	25 <sup>th</sup> April, 2009	19 <sup>th</sup> May, 2018	21 <sup>st</sup> October, 2014	06 <sup>th</sup> May, 2013
Directors Identification Number	00030202	01819331	06388564	00167802	00023379
Qualification	Bachelor's degree in Mechanical Engineering from the University of Michigan, USA and holds a Masters degree in Business Administration from INSEAD, France.	Double Major in Economics and Business Administration from Carnegie Mellon University, Pittsburgh, USA.	Bachelor's Degree of Technology in Electrical Engineering from Indian Institute of Technology, Kanpur and a Master's Degree in Business Administration from INSEAD, France.	Bachelor's in Commerce and Bachelor's in Law from Lucknow University	Fellow Member of the Institute of Chartered Accountants of India

Name of Director	Shri Siddharth Jain	Shri Devansh Jain	Shri Kailash Lal Tarachandani	Ms. Bindu Saxena	Shri Shanti Prashad Jain
Experience/ Expertise in Specific Functional Area	He has over 14 years of work experience in various management positions in the Inox Group.	He has over 11 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 24 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.	She has over 27 years of experience as corporate attorney with experience of commercial transactions and projects in India and overseas. She is a partner of the law firm Swarup & Company, New Delhi	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
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Inox Leisure Limited</li> <li>2. Inox Leasing and Finance Limited</li> <li>3. Inox Air Products Private Limited</li> <li>4. Rajni Farms Private Limited</li> <li>5. Inox India Private Limited</li> <li>6. Devansh Gases Private Limited</li> <li>7. Megnasolace City Private Limited</li> <li>8. Inox Consumer Products Private Limited</li> <li>9. Inox FMCG Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Inox Leasing and Finance Limited</li> <li>2. Inox Renewables Limited</li> <li>3. Inox Consumer Products Private Limited</li> <li>4. Inox FMCG Private Limited</li> </ol>	Tarachandani Energy Consultants Private Limited	<ol style="list-style-type: none"> <li>1. Indag Rubber Limited</li> <li>2. Nectar Enterprises Private Limited</li> <li>3. Dev Valley Devcon Private Limited</li> <li>4. Vis Legis Consult Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. GFL Limited (Earlier known as Gujarat Fluorochemicals Limited)</li> <li>2. Inox Wind Infrastructure Services Limited</li> <li>3. Inox Renewables Limited</li> <li>4. Inox Infrastructure Limited</li> <li>5. Gujarat Fluorochemicals Limited (Earlier known as Inox Fluorochemicals Limited)</li> <li>6. S.P. Securities Limited</li> <li>7. Ashok Vihar Club</li> </ol>

<b>Name of Director</b>	<b>Shri Siddharth Jain</b>	<b>Shri Devansh Jain</b>	<b>Shri Kailash Lal Tarachandani</b>	<b>Ms. Bindu Saxena</b>	<b>Shri Shanti Prashad Jain</b>
Membership/ Chairmanship of Committees in other Companies	<p>Inox Leisure Limited</p> <p>1. Stakeholder's Relationship Committee, Member</p> <p>2. Compensation, Nomination &amp; Remuneration Committee, Member</p> <p>3. Committee of Board of Directors for Operations, Member</p> <p>Inox Leasing and Finance Limited</p> <p>1. Share Transfer &amp; Stakeholder's Relationship Committee, Member</p> <p>2. Audit Committee, Member</p> <p>3. CSR Committee, Member</p> <p>Inox India Private Limited</p> <p>1. CSR Committee, Member</p> <p>Inox Air Products Private Limited</p> <p>1. Share Transfer &amp; Stakeholder's Relationship Committee, Member</p> <p>2. Operation Committee of Board of Directors, Member</p> <p>3. CSR Committee, Member</p> <p>4. Audit Committee, Member</p>	<p>Inox Renewables Limited</p> <p>1. Audit Committee, Member</p> <p>2. Corporate Social Responsibility Committee, Chairman</p> <p>3. Nomination and Remuneration Committee, Member</p> <p>4. IRL Committee of Board of Directors for Operations, Member</p>	None	<p>Indag Rubber Limited</p> <p>1. Nomination and Rumeration Committee, Member</p>	<p>GFL Limited (Earlier known as Gujarat Fluorochemicals Limited)</p> <p>1. Audit Committee, Chairman</p> <p>2. Nomination and Remuneration Committee, Chairman</p> <p>3. Corporate Social Responsibility Committee, Chairman</p> <p>Inox Renewables Limited</p> <p>1. Audit Committee, Chairman</p> <p>2. Nomination and Remuneration Committee, Chairman</p> <p>3. Corporate Social Responsibility Committee, Member</p> <p>Inox Wind Infrastructure Services Limited</p> <p>1. Audit Committee, Chairman</p> <p>2. Nomination and Remuneration Committee, Member</p> <p>Inox Infrastructure Limited</p> <p>1. Audit Committee, Chairman</p> <p>2. Nomination and Remuneration Committee, Chairman</p>
The Number of Meeting of the Board Attended during the year	1	5	3	5	4

Name of Director	Shri Siddharth Jain	Shri Devansh Jain	Shri Kailash Lal Tarachandani	Ms. Bindu Saxena	Shri Shanti Prashad Jain
Remuneration last drawn as Director	₹0.20 Lakhs (Sitting fees)	₹52.64 Lakhs for FY 2017-18	₹228.53 Lakhs for FY 2018-19 which includes ₹100 Lakhs towards special incentive/ award.	₹2.20 Lakhs (Sitting fees)	₹1.60 Lakhs (Sitting fees)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None	None
Shareholding in the Company	Nil	Nil	2,230 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 2018-19 has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses was made available to us by the Depositories 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 Agents 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 Central Depository Services (India) Limited (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 10<sup>th</sup> September, 2019;
- (i) The voting period begins on Friday, 13<sup>th</sup> September, 2019 at 9:00 A.M. and ends on Monday, 16<sup>th</sup> September, 2019 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 10<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (iii) Click on Shareholders / Members
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	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"> <li>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.</li> </ul>
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"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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](http://www.evotingindia.com), under help section or contact Shri Rakesh Dalvi, Manager, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (E), Mumbai – 400013, email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Tel: 1800225533
- I. The voting period begins on Friday, 13<sup>th</sup> September, 2019 at 09:00 A.M. and ends on Monday, 16<sup>th</sup> September, 2019 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 10<sup>th</sup> September, 2019, 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 10<sup>th</sup> September, 2019. For all others who are not holding shares as on 10<sup>th</sup> September, 2019 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 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 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](http://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 Agents of the Company viz., Link Intime India Private Limited, Unit: Inox Wind Limited, Noble Heights, 1<sup>st</sup> Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janak Puri, New Delhi-110058, the changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
  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 the Company's Corporate Office at Inox Towers, Plot No.17, Sector -16A, Noida-201 301, Uttar Pradesh, 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 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 and Transfer Agent, M/s. Link Intime India Private Limited, quoting their Folio number.

## **THE STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013 FOR ITEM NOS. 3 TO 7**

### **Item No. 3**

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

As the Company has inadequate profits during the Financial Year ended 31<sup>st</sup> March, 2019, the remuneration paid to Shri Devansh Jain for the financial year 2018-19, 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 & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 9<sup>th</sup> August, 2019 have approved the payment of remuneration to Shri Devansh Jain, Whole-time Director of the Company, for the Financial Year 2018-19, as set out in the Resolution No. 3, 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 the 8<sup>th</sup> Annual General Meeting approving his re-appointment and remuneration remains unaltered.

The information as required under Schedule V of the Act for seeking approval/consent of the shareholders is listed herein below:

### **I. General Information:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
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

Sr. No.	Particulars	Remarks
4.	Financial performance based on given indicators	(₹ in Lakhs)
		<b>As per audited financial statements for the financial year</b>
	<b>Particulars</b>	<b>2016-17</b>
		<b>2017-18</b>
		<b>2018-19</b>
	Paid up Capital	22,192
	Revenue from Operations	286,322
	Other Income	12,047
	Total Revenue from Operations (Net)	298,369
	Net Expenses	263,576
	Profit before Tax	34,793
	Total Tax Expense	9,161
	Profit/ (Loss) for the year	25,632
5.	Foreign investments or 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:

Sr. No.	Particulars	Remarks
1.	Background details	Shri Devansh Jain is a Whole-time Director of the Company since 1 <sup>st</sup> November, 2012. He has over 11 years of work experience in various management positions.
2.	Past remuneration	₹50.64 Lakhs for the FY 2017-18
3.	Recognition or awards	Awarded: (a) 'Wind Power Man of the Year 2012-13' at the annual event conceptualised by Global Energia (b) Outstanding Contribution of an Individual towards Development of Wind Power Projects & Establishment of Indigenous Manufacturing by Global Energia and (c) For outstanding contribution to renewable energy at the Energy and Environment Foundation – Global Excellence Awards 2014
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 11 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.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The 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:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1.	Reason for loss or inadequate profits.	The Wind Power industry witnessed a major disruption during financial year 2017-18 as it migrated from a feed-in-tariff regime to reverse auction based regime. As a result of this shift in policy, there was a virtual shutdown in the wind power sector for more than two years. Due to the effects of this change, the Sector added only 1.7 GW in FY 2017-18 and 1.5 GW in FY 2018-19, 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 focused on reducing fixed cost, supply chain costs, administration costs and manpower costs.
3.	Expected increase in productivity and profits in measurable terms.	The Company's order book stands at 1210.7 MW. The Company's common infrastructure for 600 MW is ready which will enable the Company to do further commissioning on a plug and play basis.

### 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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
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.

Sr. No.	Particulars	Remarks
iii.	Service contracts, notice period, severance fees etc.	Not Applicable
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 2018-19, 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. 3 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 Board recommends the Resolution as stated at Item No. 3 of the Notice for approval of the Members as a Special Resolution.

#### **Item No. 4**

At the 9<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> July, 2018, the Members had, inter-alia, approved the appointment of Shri Kailash Lal Tarachandani,

Chief Executive Officer ('CEO') (DIN: 06388564), as a Whole-time Director & CEO of the Company for a period of one year with effect from 19<sup>th</sup> May, 2018.

The Board of Directors at its meeting held on 8<sup>th</sup> February, 2019, based on the recommendation of the Nomination and Remuneration Committee, re-appointed him as a Whole-time Director & CEO of the Company for a period of one year commencing from 19<sup>th</sup> May, 2019 on such terms and conditions including remuneration as contained in the Resolution as set out in Item No.4. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules framed thereunder for his appointment. In compliance of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder, the re-appointment of Shri Kailash Lal Tarachandani as Whole-time Director & CEO is being placed before the Members for their approval.

The Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on 9<sup>th</sup> August, 2019 approved the remuneration of ₹228.53 Lakhs (inclusive of special incentive / award of ₹100 Lakhs) paid to Shri Kailash Lal Tarachandani, Whole-time Director & CEO of the Company for the period from 19<sup>th</sup> May, 2018 to 31<sup>st</sup> March, 2019. As the Company has inadequate profits during the Financial Year ended 31<sup>st</sup> March, 2019, the remuneration paid/ payable to Shri Kailash Lal Tarachandani shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act').

The information as required under Schedule V of the Act for seeking approval/consent of the shareholders is listed herein below:

## I. General Information:

Sr. 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.																																							
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5.	Foreign investments or 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:

Sr. No.	Particulars	Remarks
1.	Background details	Shri Kailash Lal Tarachandani is Whole-time Director & CEO of the Company since 19 <sup>th</sup> May, 2018. He has more than 24 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.
2.	Past remuneration	₹120.66 Lakhs for FY 2017-18 (remuneration received as CEO of the Company)
3.	Recognition or awards	-
4.	Job profile and his suitability	He is responsible for business development, project management, sales, procurement and operations. He has more than 24 years of experience. Thus, he is ideally suited for the job.
5.	Remuneration proposed	The remuneration of Shri Kailash Lal Tarachandani 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 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 Kailash Lal Tarachandani has no pecuniary relationship directly or indirectly either with the Company or with any of the managerial personnel of the Company.

## III. Other Information:

Sr. No.	Particulars	Remarks
1.	Reasons for loss or inadequate profits	The Wind Power industry witnessed a major disruption during financial year 2017-18 as it migrated from a feed-in-tariff regime to reverse auction based regime. As a result of this shift in policy, there was a virtual shutdown in the wind power sector for more than two years. Due to the effects of this change, the Sector added only 1.7 GW in FY 2017-18 and 1.5 GW in FY 2018-19, 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 focused on reducing fixed cost, supply chain costs, administration costs and manpower costs.
3.	Expected increase in productivity and profits in measurable terms	The Company's order book stands at 1210.7 MW. The Company's common infrastructure for 600 MW is ready which will enable the Company to do further commissioning on a plug and play basis.

#### 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

Sr. 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.
iii.	Service contracts, notice period, severance fees etc.	Not Applicable
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 of the Members of the Company is also being sought for the remuneration paid/ payable to Shri Kailash Lal Tarachandani as Whole-time Director & CEO.

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 Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at Note No. 5 of the Notice.

Shri Kailash Lal Tarachandani is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment and remuneration. The relatives of Shri Kailash Lal Tarachandani 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 Board recommends the Resolution as stated at Item No. 4 of the Notice for approval of the Members of the Company as a Special Resolution.

#### Item No. 5

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 Requirements) Regulations, 2015, ('Listing Regulations'). Ms. Bindu Saxena was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 21<sup>st</sup> October, 2014. Accordingly, her tenure as an Independent Director is upto 20<sup>th</sup> October, 2019.

The Nomination & Remuneration Committee of the Board of Directors in their meeting held on 9<sup>th</sup> August,



2019, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Ms. Bindu Saxena as an Independent Director 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 her background and experience & contribution made by her during her tenure, the continued association of Ms. Bindu Saxena would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint her as an Independent Director 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 with effect from 21<sup>st</sup> October, 2019.

Section 149 of the Act and provisions of the 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 declaration from Ms. Bindu Saxena that she meets 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, she fulfill the conditions for re-appointment as an Independent Director of the Company as specified in the Act and the Listing Regulations and she is independent of the management.

Copy of draft letter of appointment of Ms. Bindu Saxena setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company.

Brief resume of Ms. Bindu Saxena whose re-appointment as an Independent Director is proposed

at Item No. 5 alongwith nature of her experience in specific functional areas and names of companies in which she holds 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.

Ms. Bindu Saxena is interested in the resolution set out at Item No. 5. of the Notice. Her relatives may also be deemed to be interested in the 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 the resolution.

The Board recommends the Resolution as stated at Item No. 5 of the Notice for approval of the Members of the Company as a Special Resolution.

#### **Item No. 6**

The Members at their 9<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> July, 2018 had, inter-alia, approved the re-appointment of Shri Shanti Prashad Jain, Independent Director, aged 78 years, for a second term of five consecutive years with effect from 01<sup>st</sup> April, 2019 by passing a Special Resolution.

As per Regulation 17(1A) introduced vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Shri Shanti Prashad Jain is a Fellow Member of the Institute of Chartered Accountants of India and is a Senior Partner of firm M/s. Shanti Prashad & Co., Chartered Accountants, New Delhi. He possesses more than four decades of experience as a Direct Tax Consultant. Brief resume of Shri Shanti Prashad Jain alongwith 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 is provided at Note No. 5 of the Notice.

The Company and the Board has immensely benefitted from his vast experience and knowledge. The Board of Directors, based on the performance evaluation of Independent Directors and considering the recommendations of the Nomination and Remuneration Committee, considered that, given his experience and contribution to the functioning and performance of the Company, it would be desirable to continue his services as an Independent Director.

Shri Shanti Prashad Jain is interested in the resolution set out at Item No. 6 of the Notice. His relatives 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 Board recommends the Resolution as stated at Item No. 6 of the Notice for approval of the Members of the Company as 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 31<sup>st</sup> March, 2020.

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 Board recommends the Resolution as stated at Item No. 7 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

By **Order of the Board of Directors**

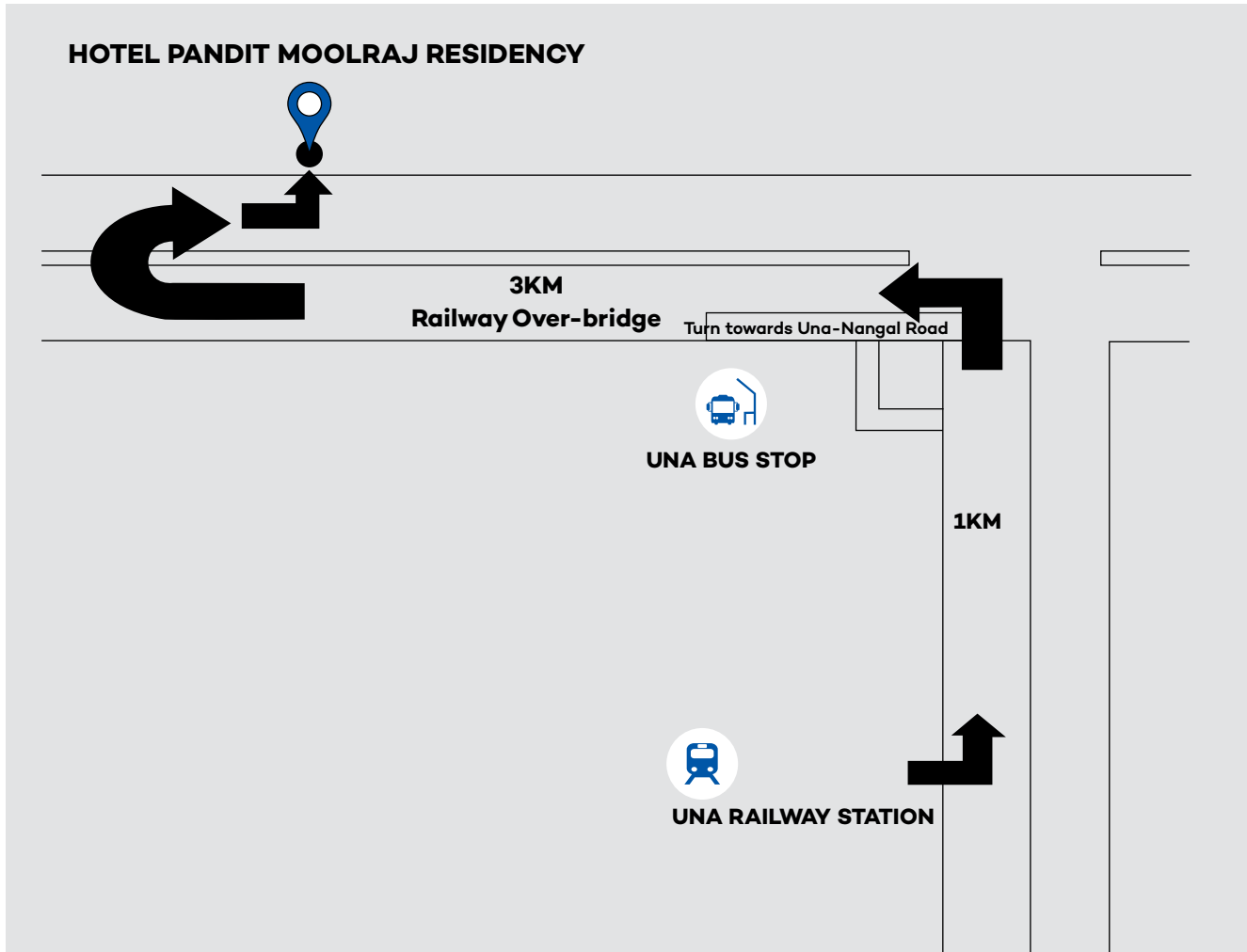
Place: Noida

Date: 9<sup>th</sup> August, 2019

**Deepak Banga**

Company Secretary

# Route Map for the venue of the Annual General Meeting



**Venue of AGM:** Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh

# 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

**Tenth Annual General Meeting – 17<sup>th</sup> September, 2019**

## Attendance Slip

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

I certify that I am a registered Member /Proxy for the registered Member of the Company.

I hereby record my presence at the Tenth Annual General Meeting of the Company held on Tuesday, 17<sup>th</sup> September, 2019 at 12:00 Noon at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh.

Sr. No. :

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

\* 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.

Members attending the meeting are requested to bring their copies of the Annual Report with them.

\_\_\_\_\_  
Member's/Proxy's Signature

### ELECTRONIC VOTING PARTICULARS

Members may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended. Detailed instructions for e-voting are given in the attached AGM Notice.

E Voting Sequence Number (EVSN)	USER ID	Sequence Number (Password)
190820066		

**Note:** The Voting period starts from Friday, 13<sup>th</sup> September, 2019 (9:00 A.M.) and ends on Monday, 16<sup>th</sup> September, 2019 (5:00 P.M.). The voting module shall be disabled by CDSL for voting thereafter.

## [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

**Tenth Annual General Meeting – 17<sup>th</sup> September, 2019**

# Proxy Form

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 10<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, 17<sup>th</sup> September, 2019, at 12:00 Noon 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 [Special (SR)/ Ordinary (OR)]	Vote (Please mention no. of shares) (See Note 2)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019, 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 <sup>st</sup> March, 2019 and the report of the Auditors thereon.			
2.	Appointment of Director in place of Shri Siddharth Jain, who retires by rotation and, being eligible, seeks re-appointment.			
<b>Special Business</b>				
3.	Approve payment of remuneration to Shri Devansh Jain, Whole-time Director of the Company, for the Financial Year 2018-19, as per Schedule V of the Companies Act, 2013 (SR)			
4.	Approve payment of remuneration to Shri Kailash Lal Tarachandani, Whole-time Director & CEO of the Company, for the period from 19 <sup>th</sup> May, 2018 to 31 <sup>st</sup> March, 2019, as per Schedule V of the Companies Act, 2013 and approve his Re-appointment as Whole-time Director & CEO for a period of one year with effect from 19 <sup>th</sup> May, 2019 (SR)			
5.	Re-appointment of Ms. Bindu Saxena as an Independent Director of the Company (SR)			
6.	Continuation of term of Shri Shanti Prashad Jain as an Independent Director who is above 75 years (SR)			
7.	Ratification of remuneration of M/s. Jain Sharma & Associates, Cost Auditors of the Company for the Financial Year 2019-20 (OR)			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix a  
Revenue  
Stamp not  
less than  
₹1

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Signature of Members

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Signature of Proxy Holder(s)

**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.