



CIN : L31901HP2009PLC031083

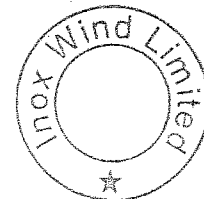
INOX Wind Limited

Corporate Office: INOXGFL Towers, Plot No.17, Tel: +91-120-6149600 | contact@inoxwind.com
Sector-16A, Noida-201301, Uttar Pradesh, India. Fax: +91-120-6149610 | www.inoxwind.com

Compliance Report

It is hereby certified that the draft scheme of arrangement involving Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") and also, does not in any way, violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

S No	Reference	Particulars	Whether Complied or Not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied. The Company does not in any way violate, override or limit the provisions of securities laws or requirements of stock exchange.
Requirements of this circular			
S No	Reference	Particulars	Whether Complied or Not
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied. The documents are submitted along with compliance report.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not applicable. Since the Company and IWEL are listed entities, no unlisted entities are involved in the scheme.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied and the valuation report is attached.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied and the auditor certificate is attached.



[Handwritten Signature]

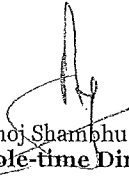
An **INOXGFL** Group Company
BEYOND INFINITY

Registered Office : Plot No.1, Khasra No.264 to 267, Industrial Area, Village-Basal, Distt. Una-174 303, (H.P.) INDIA. Tel: +91-1975-272001

(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	The requirement stated in Para (I)(A)(10)(b) are applicable to the proposed Scheme of Arrangement and the Company shall obtain approval from the public shareholders of IWL by way of e-voting and comply with the provisions requiring approval of public shareholders through e-voting
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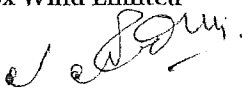
For Inox Wind Limited



 Deepak Banga
 Company Secretary


 Manoj Shambhu Dixit
 Whole-time Director

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement of Inox Wind Energy Limited and Inox Wind Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For Inox Wind Limited


 Narayan Lodha
 Chief Financial Officer


 Manoj Shambhu Dixit
 Whole-time Director

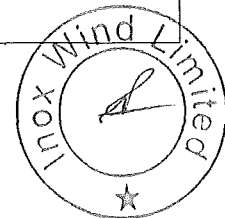
Date: 16th June, 2023



Compliance Report

It is hereby certified that the draft scheme of arrangement involving Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) and also, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

S No	Reference	Whether Complied or Not	Remarks
1	Regulation 11 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 – Compliance with securities laws	Yes	Yes, complied since it does not violate, override or limit the provisions of securities laws or the requirements of the Stock Exchange(s)
2	Submission of valuation report	Yes	Yes, complied and the Valuation Report attached
3	Submission of Fairness opinion	Yes	Yes, complied and the Fairness Opinion attached
4	Submission of documents to Stock Exchange(s)	Yes	Complied
5	Disclosure in the Scheme of Arrangement	Yes	Complied
6	Provision of approval of holders of NCDs/ NCRPs through e-voting	Yes	The Company undertakes to comply with the provisions of the SEBI Circular, including seeking approval of the holders of the NCDs of the Company through e-voting, as applicable;
7	Grievance redress/ Report on Complaints/ Comments	To be filed post filing of Scheme	The Company undertakes to file the Report on Complaints in prescribed format as per Para (A)(7) of Part I of SEBI Circular applicable on entities with listed NCDs.



8	Conditions for schemes of arrangement involving unlisted entities	N.A.	Not Applicable. Since the Company and IWEL are listed entities, no unlisted entities are involved in the scheme.
9	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	Yes, complied and the Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards, is attached.

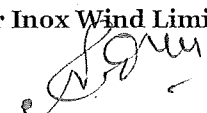
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Deepak Banga
Company Secretary


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For Inox Wind Limited


Narayan Lodha
Chief Financial Officer


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Date: 16th June, 2023

