



Greening INDIA

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

To,
The General Manager
Department of Corporate Services
BSE Limited

Sub: Application under Regulation 59A of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for the proposed scheme of arrangement between Inox Wind Energy Limited and Inox Wind Limited (“the Company”) and their respective shareholders (“the Scheme”)

Ref: Your query dated 13th September, 2023

Dear Sir,

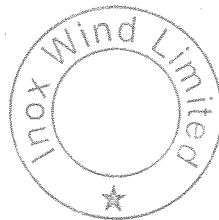
This is with regards to the query dated 13th September, 2023. Please find below documents/ information being submitted for your approval under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Scheme.

Sr. No.	List of documents/ details submitted	Remarks
1	Undertaking by Inox Wind Limited being debt listed company that Registered valuer in charge of valuation and the SEBI registered merchant banker providing fairness opinion are independent parties	Enclosed as Annexure-1
2	No Objection Certificate (NOC) from the Debenture Trustee(s)	Enclosed as Annexure-2
3	Details of Fee	Date of Payment: 3 rd July, 2023 UTR: 20230703MJ001I0000001 Gross Amount: Rs. 5,90,000 (5,00,000 + 18% GST) Amount of TDS: Nil Net Amount Paid: Rs. 5,90,000

We request you to kindly peruse all the aforementioned documents and provide your observation/ no-objection letter at the earliest.

For Inox Wind Limited


Deepak Banga
Company secretary



Date: 14th September, 2023
Place: Noida

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



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Annexure 1

To,
The General Manager
Department of Corporate Services
BSE Limited

Sub: Application under Regulation 59A of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for the proposed scheme of arrangement between Inox Wind Energy Limited and Inox Wind Limited (“the Company”) and their respective shareholders (“the Scheme”)

Dear Sir,

In connection with the above application, we hereby confirm that: -

“The Registered Valuer in charge of valuation and the SEBI Registered Merchant Banker providing fairness opinion, are independent parties.”

For Inox Wind Limited

Deepak Banga
Company secretary



Date: 14th September, 2023
Place: Noida

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

CATALYST
Believe in yourself... Trust us!



CL/DEB/2023-24/01987/3970

Date: 02.08.2023

To
Inox Wind Limited
Plot No. 1, Khasra Nos. 264 to 267
Industrial Area, Village Basal, Una
Himachal Pradesh, India 174303

Sub:- Scheme of Arrangement between Inox Wind Energy Limited ('IWEL' or 'Transferor Company') and the Company ('Transferee Company') ('Scheme')

Ref:

1. Your letter/ email dt. June 13, 2023 requesting NoC for the Scheme.
2. NOC from Debenture Holders vide Email dated August 02, 2023.

This is with reference to your request vide your letter/ email dated June 13, 2023 seeking no objection certificate (NoC) for the Scheme of Arrangement involving merger of IWEL into the Inox Wind Limited.

We, Catalyst Trusteeship Limited, in capacity of Debenture Trustee for the NCD Issuance of INR 99 Crores having ISIN INE066P07026 and INE066P07034, have executed the Debenture Trust Deed dated June 08, 2022, and on the basis of consent from II.&FS Infrastructure Debt Fund (herein after called "Debenture Holder"), hereby convey our "No Objection" to the Scheme and to dispense with the holding of the meeting of the creditors of the Company in connection with the Scheme. However, if a meeting is convened as per the directions of or in accordance with an order of any competent authority and/or by any other creditor, Debenture Holders/Debenture trustee reserves the right to attend and be heard at such meeting.

Thanking yous

Yours faithfully

For Catalyst Trusteeship Limited

Radhika

Authorised Signatory
Name: *Radhika Sharma*
Designation: *Senior Manager*

Certified True Copy

INOX WIND LIMITED

Deepak
Company Secretary

CATALYST TRUSTEESHIP LIMITED

Mumbai Office Windsor, 6th Floor, 604, C.S.T. Road, Kallina, Santacruz (East), Mumbai 400 098 Tel +91 (22) 4922 0555 Fax +91 (22) 4922 0505
Regd. Office GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 Tel +91 (20) 66807200
Delhi Office Office No. 910-911, 9th Floor, Kallash Building, 26, Kasturba Gandhi Marg, New Delhi - 110001 Tel +91 (11) 430 29101/02.
CIN No. U74999PN1997PLC110262 Email dt@ctltrustee.com Website www.catalysttrustee.com

Pune | Mumbai | Bengaluru | Delhi | Chennai | GIFT City | Kolkata

An ISO 9001 Company



CATALYST

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CL/DEB/2023-24/01774/3662

Date:21.07.2023

To
Inox Wind Limited
Plot No. 1, Khasra Nos. 264 to 267
Industrial Area, Village Basal, Una
Himachal Pradesh, India 174303

Sub:- Scheme of Arrangement between Inox Wind Energy Limited ('IWEL' or 'Transferor Company') and the Company ('Transferee Company') ("Scheme")

Ref:

1. Your letter/ email dt. June 13, 2023 requesting NoC for the Scheme.
2. NOC from Debenture Holders vide letter and Email dated July 14, 2023 and July 19, 2023.

This is with reference to your request vide your letter/ email dated June 13, 2023 seeking no objection certificate (NoC) for the Scheme of Arrangement involving merger of IWEL into the Inox Wind Limited.

We, Catalyst Trusteeship Limited, in capacity of Debenture Trustee for the NCD Issuance of INR 199 Crores having ISIN INE066P07018, have executed the Debenture Trust Deed dated November 09, 2020, and on the basis of consent from HDFC Asset Management Company Limited (herein after called "Debenture Holder"), hereby convey our "No Objection" to the Scheme and to dispense with the holding of the meeting of the creditors of the Company in connection with the Scheme. However, if a meeting is convened as per the directions of or in accordance with an order of any competent authority and/or by any other creditor, Debenture Holders/Debenture trustee reserves the right to attend and be heard at such meeting.

Thanking yous

Yours faithfully

For Catalyst Trusteeship Limited


Radhika Sharma


Authorised Signatory

Name: Radhika Sharma

Designation: Senior Manager

Certified True Copy

INOX WIND LIMITED


Company Secretary

CATALYST TRUSTEESHIP LIMITED

Mumbai Office Windsor, 6th Floor, 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098 Tel +91 (22) 4922 0555 Fax +91 (22) 4922 0505
Regd. Office GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 Tel +91 (20) 66807200
Delhi Office Office No. B10, 8th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi - 110001 Tel +91 (11) 430 2910/02.
CIN No. U74999PN1997PLC110262 Email dt@cilttrustee.com Website www.catalysttrustee.com

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July 14, 2023

To:
Catalyst Trusteeship Limited
GSA House, 1st Floor, Plot No. 85
S. No. 94 & 95, Bhusari Colony (Right)
Kothurd Pune 411038

Kind Attn: Radhika Sharma

Subject: Request for consent for the proposed Scheme of Arrangement

Reference:

1. Investment in Inox Wind Limited ("Issuer Company") held by HDFC Mutual Fund as per Annexure I
2. Request letter / e-mail dated June 13, 2023 from the Issuer Company

Dear Madam/Sir,

Our Company is the investment manager for HDFC Mutual Fund. We refer to the captioned request letter / e-mail wherein consent has been sought for the captioned Scheme of Arrangement. You have executed the debenture trust deed dated November 9, 2020 and are acting as the Debenture Trustee for the captioned Debentures issued by the Issuer Company.

Consent be and is hereby accorded for the captioned Scheme for Arrangement for the merger of Inox Wind Limited with its holding company Inox Wind Energy Limited.

If required, you may provide an affirmative vote in favour of the captioned Scheme of Arrangement and also do such acts, actions and deeds including signing applications and affidavits that may be required for giving effect to this consent. We understand that the Debentures shall continue to remain outstanding on the books of the Inox Wind Energy Limited after the captioned Scheme for Arrangement coming into effect.

This consent letter is being issued for the aforesaid limited purpose only; and all other terms and conditions of issuance for the captioned Debentures shall remain unaffected.

Yours faithfully,

For **HDFC Asset Management Company Limited**
(Investment Managers for HDFC Mutual Fund)

Prasanna

Sanjay Kumar

Certified True Copy

INOX WIND LIMITED

Deepak
Company Secretary

HDFC Asset Management Company Limited

CIN No.: L05991MH1999PLC123027

Registered Office : "HDFC House", 2nd Floor, H.T. Parekh Marg, 105-106, Backbay Reclamation, Churchgate, Mumbai-400 020

Tel: 91-22-6631 6333 Website: www.hdfcfund.com

Annexure - I

Date	SCHEME	Scheme name	SECURITY_NAME	UNITS
13-07-2023	HDFCCORPDO	HDFC Credit Risk Debt Fund	9.50% INOX Wind Ltd NCD MAT 101123 (Full Guarantee by Gujarat Fluorochemicals Ltd)	1,350.00
13-07-2023	HIFSTP	HDFC Medium Term Debt Fund	9.50% INOX Wind Ltd NCD MAT 101123 (Full Guarantee by Gujarat Fluorochemicals Ltd)	640.00



Dhanraj

Certified True Copy

INOX WIND LIMITED

Dhanraj
Company Secretary



CL/DEB/2023-24/2244/4034

Date:21.08.2023

To
Inox Wind Limited
Plot No. 1, Khasra Nos. 264 to 267
Industrial Area, Village Basal, Una
Himachal Pradesh, India 174303

Sub:- Scheme of Arrangement between Inox Wind Energy Limited ('IWEL' or 'Transferor Company') and the Company ('Transferee Company') ("Scheme")

Ref:

1. Your letter/ email dt. June 13, 2023 requesting NoC for the Scheme.
2. NOC from Debenture Holders.



This is with reference to your request vide your letter/ email dated June 13, 2023 seeking no objection certificate (NoC) for the Scheme of Arrangement involving merger of IWEL into the Inox Wind Limited.

We, Catalyst Trusteeship Limited, in capacity of Debenture Trustee for the NCD Issuance of INR 75 Crores having ISIN INE066P08016, have executed the Debenture Trust Deed dated October 28, 2022, and on the basis of consent from IL&FS Infrastructure Debt Fund (herein after called "Debenture Holder"), hereby convey our "No Objection" to the Scheme and to dispense with the holding of the meeting of the creditors of the Company in connection with the Scheme. However, if a meeting is convened as per the directions of or in accordance with an order of any competent authority and/or by any other creditor, Debenture Holders/Debenture trustee reserves the right to attend and be heard at such meeting.

Thanking yous

Yours faithfully

For Catalyst Trusteeship Limited



 Authorised Signatory
 Name: Radhika Sharma
 Designation: Senior Manager

Certified True Copy

INOX WIND LIMITED

 Company Secretary

CATALYST TRUSTESHIP LIMITED

Mumbai Office Windsor, 6th Floor, 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098 Tel +91 (22) 4922 0555 Fax +91 (22) 4922 0505
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