

Delhi Office : 257, Vardhman City Center 2, Near Shakti Nagar Railway Under Bridge,  
Gulabi Bagh, Delhi- 110052 Tel: +91-11-2364447/8/9 / 9953887741

Noida Office : Unit No. 1005, Logix City center Office Tower , Plot No. BW-58, Sector -32  
Gautum Buddha Nagar , Noida - 201301, U.P. Tel. : +91-0120-4254129 / 8076323207

**Secretarial Auditor's Certificate in respect of the Compliance of Employee Stock Option  
Scheme, 2024 of the Company**

*[Pursuant to Regulation 10(b) read with Part-D of Schedule-I of the Securities Exchange Board  
of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]*

To,  
The Members of,  
**Inox Wind Limited,**  
Plot No. 1, Khasra Nos. 264 to 267 Industrial Area,  
UNA, Village Basal, Himachal Pradesh, India, 174303

We, **J. K. Gupta & Associates**, Company Secretaries in Practice, have been appointed as the Secretarial Auditor of the Company vide a Resolution passed at their meeting held on **29<sup>th</sup> July 2023** by the Board of Directors of **Inox Wind Limited (hereinafter referred to as 'the Company')**, having **CIN L31901HP2009PLC031083** and having its registered office at Plot No. 1, Khasra Nos. 264 to 267 Industrial Area, Una, Village Basal, Himachal Pradesh, India, 174303.

This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**").

**Management Responsibility:**

It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

**Verification:**

The Company has approved '**Inox Wind -Employee stock option scheme 2024**' ("ESOS 2024"/ "Scheme") in accordance with the Regulations by way of Special Resolution(s) passed by the members through the Postal Ballot process dated 05th May, 2024.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Inox Wind -Employee stock option scheme 2024 received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the Meeting of the Board of Directors;
4. Shareholders' Resolution passed through the Postal Ballot process for approval of scheme;

J. K. Gupta & Associates  
Partner

5. Detailed terms and conditions of the Scheme as approved by the Nomination and Remuneration Committee of the Company.
6. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

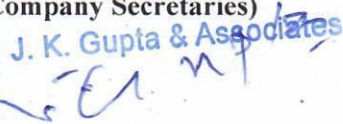
**Certification:**

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the **Inox Wind -Employee stock option scheme 2024**, is in compliance with the applicable provisions of the Regulations.

**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificates based upon examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of confirming compliances with **Regulation 10(b) read with Part-D of Schedule-I of the Regulations**.
5. This Certificate is solely for your information, and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than for the Regulation.

**For J. K. Gupta & Associates**  
**(Company Secretaries)**

J. K. Gupta & Associates  


Partner

**FCS Jitesh Gupta**  
**(Partner)**  
**C.P. No. 2448**  
**M. No. 3978**  
**PR No.: PR-902/2020**  
**UDIN: F003978F000347277**

Date: 11-05-2024  
Place: Delhi