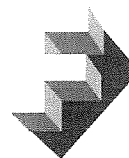


Annexure - 5

**FEDEX
SECURITIES
PVT LTD**

(Formerly Known as Fedex Securities Limited)
MERCHANT BANKING DIVISION



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CIN : U67120MH1996PTC102140

Strictly Private & Confidential

SEBI Registration No.: INM000010163

To,
**The Board of Directors,
Inox Wind Limited**
Plot No. 1, Khasra Nos. 264 to 267
Industrial Area, Village Basal, Una
Himanchal Pradesh – 174303

To,
**The Board of Directors,
Inox Wind Energy Limited**
Plot No. 1, Khasra Nos. 264 to 267
Industrial Area, Village Basal, Una
Himanchal Pradesh – 174303

Sub: Fairness Opinion on the Fair Share Exchange Ratio for the proposed Scheme of Arrangement of Inox Wind Energy Limited with Inox Wind Limited

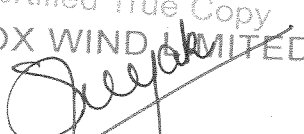
Dear Members of the Board:

With reference to our engagement letter wherein Inox Wind Limited and Inox Wind Energy Limited has requested Fedex Securities Private Limited (Fedex) to provide fairness opinion on the Fair Share Exchange Ratio for the purpose of the proposed amalgamation of Inox Wind Energy Limited with Inox Wind Limited and their respective Shareholders.


Engagement Background, Purpose and Use of this Report

We understand that the managements of Inox Wind Energy Limited (“IWEL” or “Transferor Company”) and Inox Wind Limited (“IWL” or “Transferee Company” or “the Company”) (IWEL and IWL are hereinafter together referred to as the “Companies”) are proposing amalgamation of the Transferor Company with the Transferee Company pursuant to a Scheme of Arrangement of IWEL with IWL and their respective Shareholders under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as may be applicable (“Scheme”).

Finvox Analytics, Registered Valuer, Securities or Financial Assets having Registration No. IBBI/RV-E/06/2020/120 (“Registered Valuer” or the “Valuer”) is appointed by the Companies to prepare a report

Certified True Copy
INOX WIND LIMITED

Company Secretary





("Valuation Report" / "Fair Share Exchange Report") and recommend the Fair Share Exchange Ratio. As per the Valuation Report dated June 12, 2023, the Valuer has recommended the Fair Share Exchange Ratio as follows:

<i>To the equity shareholders of IWEL with respect to amalgamation with IWL.</i>	<i>158 (One Hundred Fifty eight) equity shares in IWL having a face value of INR 10/- (Rupees Ten) each fully paid-up shall be issued for every 10 (Ten) equity shares held in IWEL having a face value of INR 10/- (Rupees Ten) each fully paid-up as on the Record date.</i>
<i>To the share warrant holder of IWEL with respect to amalgamation with IWL.</i>	<i>158 (One Hundred Fifty eight) share warrants of IWL with issue price of INR 54 (Rupees Fifty four) for every 10 (Ten) share warrants of IWEL with an issue price of INR 847/- (Rupees Eight Hundred Forty seven).</i>

In connection with the aforesaid, you requested our Fairness Opinion (the "Opinion") as of the date hereof, as to the fairness of the Fair Share Exchange Ratio to the Equity Shareholders and Share Warrant holder of the Companies. The scope of this Opinion includes commenting on the fairness of the Fair Share Exchange Ratio recommended by the Valuer and not on the fairness or the economic rationale of the Scheme per se or the historical financial statements relied upon for the same by the Valuer.

This Opinion is addressed to the Independent Committee/ Audit Committee/ Board of Directors of the Companies. Further, this Opinion is subject to the scope, limitations, assumptions, exclusions and disclaimers detailed herein. This Opinion has been issued as per the requirements of Securities & Exchange Board of India ("SEBI") master circular no. SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated November 23, 2021 read with SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPODI/P/CIR/2022/156 dated November 17, 2022 consolidating the SEBI circulars in relation to the Scheme of Amalgamation by Listed Entities and amendment via SEBI Circular number SEBI/HO/CFD/DIL2/CIR/P/2022/11 dated February 01, 2022 (together referred to as "SEBI Circulars") read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time. As such the Opinion is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. This Opinion has been issued only for the purpose of facilitating the Scheme in terms of the abovementioned SEBI Circulars and should not be used for any other purpose.



M. Ashok

Company Background

Inox Wind Limited

IWL is a Public Limited Company, incorporated under the provisions of the Companies Act, 1956, under CIN L31901HP2009PLC031083 and having its registered office at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area Una, Himachal Pradesh – 174 303, India. The equity shares of IWL are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The non-convertible debentures of the IWL are listed on the debt segment of BSE Limited.

IWL is engaged in the business of manufacture and sale of Wind Turbine Generators (“WTGs”). It also provides EPC, Operations & Maintenance (“O&M”) and Common Infrastructure Facilities services for WTGs and wind farm development services. IWL has an installed manufacturing capacity of 1,600 MW per annum.

IWL holds a 100% interest in RESCO Global Wind Service Private Limited and a 56.04% interest in Inox Green Energy Services Limited.

Inox Wind Energy Limited

IWEL is a Public Limited Company incorporated under the provisions of the Companies Act, 2013, under CIN L40106HP2020PLC010065 and having its registered office at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area Una, Himachal Pradesh – 174 303, India. The equity shares of IWEL are listed on BSE and NSE.

IWEL was engaged in the business of generation and sale of wind energy, providing services for Erection, Procurement and Commissioning (“EPC”) of wind farms and holding a strategic business interest in renewable energy. In March 2023, IWEL entered with a business transfer agreement with Inox Leasing and Finance Limited for sale of its wind energy generating business.

IWEL holds a 54.70% equity interest in IWL.

Brief Background of the Proposed Scheme

The Scheme provides for amalgamation of IWEL with IWL. Upon the effective date of the Scheme, pursuant to the amalgamation of IWEL with IWL as contemplated in the Scheme, IWL will issue 158 fully paid up equity shares of INR 10/- each to the equity shareholders (as on the Record Date) of IWEL for every 10 fully paid up equity shares of INR 10/- each held in IWEL and 158 share warrants of IWL with issue price of INR 54 (as on the Record Date) for every 10 share warrants of IWEL with an issue price of INR 847/-. Further, the Scheme provides for cancellation of the equity share capital held by the Transferor Company in Transferee Company.

 *M Ashok*

Source of Information

In arriving at the Opinion set forth below, we have relied upon the accuracy and completeness of all information and documents provided to us by the Companies and/or their other advisors, including:

1. Valuation Report dated June 12, 2023 issued by the Valuer (a draft was shared with us before issuance of the final Valuation Report);
2. Draft Scheme of Arrangement of IWEL and IWL and their respective shareholders (“Scheme”);
3. The shareholding pattern of IWEL and IWL as on date;
4. Audited financial statements of IWEL, IWL, RESCO Global Wind Services Private Limited (“RESCO”), Inox Green Energy Services Limited (“IGESL”) for financial year ended 31 March 2023;
5. Combined financial projections of IWL and RESCO from April 1, 2023 to March 31, 2028;
6. Financial projections of IGESL from April 1, 2023 to March 31, 2030;
7. Advisory reports for the valuation of land and building held by IWEL as of the April 30, 2023, dated April 30, 2023 issued by the Registered Valuer for Land & Building;
8. Market Data/Trading Data of IWEL, IWL and IGESL from NSE and BSE;
9. Necessary explanations, information and representations provided by the management of the Companies and/or its advisors.

Distribution of this Fairness Opinion

The Fairness Opinion is addressed to the Board of Directors of the Companies (in its capacity as such) solely for the purpose of providing them with an independent opinion on the fairness of the Fair Share Exchange Ratio as determined by the Valuer and for the purpose of submission to the Stock Exchanges, National Company Law Tribunal along with the petition for the Draft Scheme and such other regulatory authorities under Listing Regulations, SEBI Circular and /or Companies Act, 2013. The Fairness Opinion shall not be disclosed or referred to publicly or to any third party, other than as required by Indian law (in which case you would provide us a prior written intimation) without our prior written consent. The Fairness Opinion should be read in totality and not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then we will not be liable for any consequences thereof. Neither this Opinion nor its contents may be referred to quoted to/by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties. The receipt of this Opinion by any person is not to be taken as constituting the giving of investment opinion by us to any such person, not to constitute such person our client.

In no circumstances however, will Fedex or its directors, officers, employees and controlling persons of Fedex accept any responsibility or liability including any pecuniary or financial liability to any third party, in any



M. Ashraf

registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

Conclusion

Based on our examination of the Valuation Report, such other information / undertakings / representations provided to us by the Companies and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned herein Annexure-1 and to the best of our knowledge and belief, we are of the opinion that the Fair Share Exchange Ratio is fair for the shareholders and warrant holders of IWL and IWEL.

Yours truly,

For **Fedex Securities Private Limited**

(Formerly known as Fedex Securites Limited)

Yashak



Authorised Signatory

Date: June 12, 2023

Limitation of Scope and Review

Our Opinion and analysis are limited to the extent of review of documents as provided to us by the Companies including the Valuation Report and the Draft Scheme. The Companies has been provided with the opportunity to review the draft Opinion as part of our standard practice to make sure that factual inaccuracy / omissions are avoided in our final opinion.

We have assumed and relied upon, without independent verification, the accuracy and completeness of all financial and other information and data that was publicly available or provided to or otherwise made available to us or discussed with us by the Companies, and upon the understanding that the management of IWEL and its advisors are not aware of any relevant information relating to IWEL that has been omitted or that remains undisclosed to us that would make the information or data examined by, provided to, reviewed by or discussed with us inaccurate or misleading in any respect or that would otherwise be relevant in arriving at our Opinion.

We express no opinion and accordingly accept no responsibility with respect to or for such information, or the assumptions on which it is based. We have not assumed any obligation to conduct, nor have conducted any physical inspection or title verification of the properties or facilities of the IWEL and neither express any opinion with respect thereto nor accept any responsibility therefore. Our work does not constitute an audit, due diligence or certification of the historical financial statements including the working results of the Companies or its businesses referred to in this Opinion. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this report. We assume no responsibility whatsoever for any errors in the information furnished by the Companies and/or their other advisors and their impact on the present exercise.

We have not made any independent valuation or appraisal of the assets or liabilities of the Companies, nor have we been furnished with any such appraisals. We have not conducted or prepared a model for any asset valuation or provided an analysis of due diligence or appraisal of the assets and liabilities of the Companies and have wholly relied on information provided by the Companies in that regard.

We have not received any internal management information statement or any non-public reports, and instead, with your consent, have relied upon information that was publicly available or provided or otherwise made available to us by the Companies for the purposes of this Fairness Opinion.

We are not experts in evaluation of litigation or other actual or threatened claims or any tax implication connected with the Draft Scheme and accordingly we have not evaluated any litigation or other actual or threatened claims. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities to which the Companies is or may be a party or are or may be



M. Ashok

a subject, or of any government investigation of any possible unasserted claims or other contingent liabilities to which the Companies are or may be a party or are or may be a subject. No investigation as to the Companies claim to title of assets has been made for the purpose of this exercise and the Companies claim to such rights has been assumed to be valid. We have not evaluated the solvency or fair value of the Companies under either the laws of India or other laws relating to bankruptcy, insolvency or similar matters.

Our Opinion should not be construed as certifying the compliance with the provisions of any law including company or taxation laws or any legal, regulatory including all SEBI regulations, accounting or taxation implications or issues. We understand that the Companies would obtain such advice as deemed necessary from qualified professionals.

We express no opinion whatever and make no recommendation at all as to Companies underlying decision to affect the Draft Scheme or as to how the holders of equity shares or secured or unsecured creditors of the Companies should vote at their respective meetings held in connection with the Proposed Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Draft Scheme. We also express no opinion and accordingly accept no responsibility for or as to the price at which the equity shares of the Companies will trade following the announcement of the Draft Scheme or as to the financial performance of the Companies following the consummation of the Draft Scheme. In rendering our Opinion, we have assumed, that the Scheme will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or other consents or approvals for the Proposed Scheme, no restrictions will be imposed or there will be no delays that will have a material adverse effect on the benefits of the Proposed Scheme that may have been contemplated.

We have assumed that there are no other contingent liabilities or circumstances that could materially affect the business or financial prospects of the Companies, other than those disclosed in the information provided or considered in the Draft Scheme.

We understand that the management of the Companies and, during our discussion with them, would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion.

Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and, on the information, made available to us as of the date hereof. It should be understand that although subsequent developments may affect this opinion, we do not have an obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we were not authorised to solicit, and did not solicit, interest from any party with respect to the acquisition, business combination or other extraordinary transaction involving the Companies or any of its assets, nor did we negotiate with any other party in this regard.



M. Ashok

Our Opinion also does not address any matters other than expressly stated herein, including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. We were not requested to, and we did not, participate in the negotiation of the terms of the Scheme, its feasibility or otherwise and we did not provide any advice or services in connection with the Scheme other than the delivery of this Opinion. We express no view or opinion as to any such matters. We also express no view as to, and our Opinion does not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees to any parties of the Scheme, or any class of such persons, relative to the Fair Share Exchange Ratio. We express herein no view or opinion as to any terms or other aspects of the Scheme (other than the Fair Share Exchange Ratio to the extent expressly stated herein).

Fedex and/or our affiliates in the past may have provided, and may currently or in the future provide, investment banking, commercial banking and other financial services to the Companies and/or their affiliates unrelated to the Proposed Scheme. We may have received or in the future may receive compensation for the rendering of the aforementioned services. In the ordinary course of our businesses, we and our affiliates may invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in debt, equity or other securities or financial instruments (including derivatives or other obligations) of the Company and/or the Transferor Company and/or their respective affiliates, holding companies and group companies.

Fedex will receive a fee in connection with the delivery of this Fairness Opinion. The fee is not contingent upon the nature of the opinion provided to the Companies. The fee for our service is not subject to the outcome of the Proposed Scheme. In addition, the Companies has agreed to reimburse certain of our expenses and to indemnify us against liabilities arising out of our engagement. This Fairness Opinion is subject to the laws of India.

In no circumstances shall the liability of Fedex, its directors or employees related to the service provided in connection with this opinion, exceed the amount paid to Fedex as fees for this Fairness Opinion.



M Ashok