

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT CHANDIGARH**

CA (CAA) No. 4/Chd/HP/2024

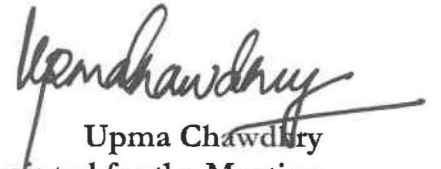
**IN THE MATTER OF:**

Inox Wind Energy Limited.....  
Applicant Company 1/ Transferor Company

Inox Wind Limited.....  
Applicant Company 2/ Transferee Company

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Upma Chawdhry  
Chairperson appointed for the Meeting  
under Orders of NCLT dated April 16, 2024

Ph: 9805299000  
[upmachawdhry@gmail.com](mailto:upmachawdhry@gmail.com)

Place: Chandigarh, India  
Date: June 4, 2024

FORM No. CAA. 4

[Pursuant to Rule 13 (2) and Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

Before the National Company Law Tribunal, Chandigarh

CA (CAA) No. 4/Chd/HP/2024

In the matter of the Companies Act, 2013

And

In the matter of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of Scheme of Arrangement between Inox Wind Energy Limited (Transferor Company/Applicant Company 1) and Inox Wind Limited (Transferee Company/Applicant Company 2) and their respective shareholders

**1. Inox Wind Energy Limited**

with its registered office at  
Khasra Nos. 264 to 267,  
Industrial Area Village Basal,  
Una, Himachal Pradesh -174303  
CIN: L40106HP2020PLC010065

...Applicant Company 1/Transferor Company

And

**2. Inox Wind Limited**

with its registered office at  
Khasra Nos. 264 to 267,  
Industrial Area Village Basal,  
Una, Himachal Pradesh -174303  
CIN: L31901HP2009PLC031083

...Applicant Company 2/Transferee Company



**Report of the Chairperson on the results of the Meeting of the Equity Shareholders of Inox Wind Energy Limited (Transferor Company/ Applicant Company 1) convened under Orders of NCLT dated April 16, 2024 pursuant to Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016**

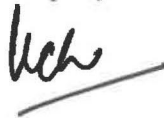
I, Upma Chawdhry, was appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("the Hon'ble Tribunal/ NCLT") vide its Order dated April 16, 2024 to act as the Chairperson for the meeting of the equity shareholders of the Applicant Company 1, summoned by notice dated April 29, 2024, served individually upon them via email/Speed Post/Registered Post and by advertisement published on May 1, 2024 in newspapers that is, Business Standard (English) and Business Standard (Hindi) in All India Editions. The said meeting was held on Saturday, June 1, 2024 through Video Conferencing with the facility of e-voting, in accordance with applicable guidelines/ circulars of the Ministry of Corporate Affairs and the Securities and Exchange Board of India for Video Conferencing/ Other Audio Visual Means. I do hereby report to this Hon'ble Tribunal as follows:

1. That in terms of the Order dated April 16, 2024 of this Hon'ble Tribunal, the Applicant Company 1 had entered into suitable arrangement with National Securities Depository Limited (hereinafter called "NSDL") for providing the Video Conferencing and e-voting facilities. The meeting of the equity shareholders of the Applicant Company 1 was convened through Video Conferencing facility on Saturday, June 1, 2024, at 10:00 A.M. (IST), for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement between Inox Wind Energy Limited (Applicant Company 1/Transferor



Company) and Inox Wind Limited (Applicant Company 2/Transferee Company) and their respective shareholders, pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 (hereinafter called the "Act") and other applicable provisions of the Act and rules made thereunder.

2. That the said meeting was attended by 73 Equity Shareholders, who jointly held a total of 83,78,958 equity shares out of the total issued 1,20,47,573 equity shares of the Transferor Company/ Applicant Company 1, thereby constituting 69.55% in value of the equity shareholders. As per directions issued vide its Order dated April 16, 2024 of the Hon'ble Tribunal, the requisite quorum for the meeting was fixed as 4,765 (Four Thousand Seven Hundred Sixty Five) in numbers or 40% (Forty Percent) in value of the Equity Shareholders of the Applicant Company 1. Since the requisite quorum was present at the meeting, the meeting was called to order.
3. Besides the above mentioned 73 equity shareholders, the meeting was also attended by Ms. Malvika Singh (appointed as the Alternate Chairperson vide order dated April 16, 2024 passed by the Hon'ble NCLT), Mr. Rahul Jogi (appointed as the Scrutiniser vide order dated April 16, 2024 passed by the Hon'ble NCLT) and officials of the Applicant Company 1, Mr. Deepak Banga, Representative of the Applicant Company 1 and lawyer, Shri Dhritiman Bhattacharyya.

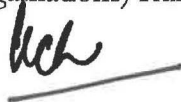




4. As the meeting was held through Video Conferencing and physical presence of the equity shareholders had been dispensed with, the facility for appointment of proxies was not made available at the meeting.
5. During the course of the meeting, the participating equity shareholders were also provided the facility of having their queries, relating to the process for e-voting on the proposed resolution and pertaining to the scheme of amalgamation, addressed by the Representative of the Applicant Company 1.
6. That the Scheme of Arrangement was read out and explained at the meeting by Shri Dhritiman Bhattacharyya (the lawyer representing the Transferor Company), in my presence and the question submitted to the said meeting was whether the equity shareholders of the Applicant Company 1 agreed to the Scheme of Arrangement submitted to the meeting and agreed thereto. The purpose of the meeting and the process/facility of e-voting at the meeting, for equity shareholders who had not cast their votes through remote e-voting that took place from May 29, 2024 at 9:00 am to May 31, 2024 at 5:00 pm (IST), was also discussed at the meeting. The following resolution was placed before the shareholders in the meeting, for consideration and voting:

**Resolution:**

“RESOLVED THAT in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (‘Rules’) and other applicable




provisions, if any, of the Act and the Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, both dated December 27, 2023, the Memorandum and Articles of Association of Inox Wind Energy Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench (hereinafter referred to as 'Hon'ble Tribunal'/'NCLT') and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this Resolution), the

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arrangement embodied in the proposed Scheme of arrangement amongst Inox Wind Energy Limited ('Transferor Company' or 'Company') and Inox Wind Limited ('Transferee Company') and their respective shareholders ('Scheme'), as enclosed with this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory/regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution."

  
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**“RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from equity shareholders of the Company.”

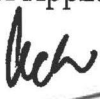
7. The Applicant Company 1 has confirmed that on the basis of the notice dated April 29, 2024 and the advertisement published on May 1, 2024 issued by it for convening the meeting of equity shareholders, the requisite notice along with related annexures and the explanatory statement under Section 102, 230 to 232 of the Act and other applicable provisions, had been dispatched by electronic mode to equity shareholders who had already registered their email addresses as on April 19, 2024, or by speed post/registered post to the other equity shareholders. It has also been confirmed by the Applicant Company 1 that a copy of the said notice along with the Statement under Section 230 and related annexures including the Scheme of Arrangement was also made available on the websites of the Applicant Company 1, the BSE Limited and the National Stock Exchange of India.
8. That prior to the meeting of June 1, 2024 of the Equity Shareholders through Video Conferencing and after service of notice to Equity Shareholders and issuance of advertisement, the facility of remote e-voting had been opened for equity shareholders of the Applicant Company 1 from May 29, 2024 at 09:00 A.M. (IST) to May 31, 2024 at 05:00 P.M. (IST) in accordance with Clause 8.3 of “Secretarial Standard





on General Meetings". Thus, at the meeting held on June 1, 2024, the e-voting was commenced for those Equity Shareholders of the Applicant Company 1, who had not cast their votes in the earlier round of voting through the remote e-voting facility, for 15 minutes, from 10:15 A.M. to 10:30 A.M. The meeting of June 1, 2024 concluded at 10:35 A.M. (IST).

9. That as per the Report of the Scrutiniser dated June 1, 2024, which is based on the report generated from the remote e-voting system provided by NSDL, a total of 299 equity shareholders, holding 99,83,646 equity shares/votes, cast their votes by participating in the e-voting process. Out of the total participating members, 299 equity shareholders jointly holding 99,83,646 equity shares/votes and thereby constituting 100% of the total number of valid votes cast (in terms of number of shares held), voted in favour of the resolution dated June 1, 2024. No equity shareholder voted against the resolution dated June 1, 2024. No Vote was declared invalid.
10. That as mentioned in the Report of the Scrutiniser, the proposed resolution, as placed before the equity shareholders, was approved by 299 equity shareholders jointly holding 99,83,646 equity shares/votes and thereby constituting 100% of total number of valid votes cast (in terms of number of shares held) who voted in favour of the resolution dated June 1, 2024 (out of which 297 had voted through remote e-voting prior to the meeting of June 1, 2024 and 2 had e-voted during the meeting of June 1, 2024). As per the Report of the Scrutiniser, the above resolution was passed with requisite majority (in terms of the Act), by the equity shareholders of Applicant Company 1.

  
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11. That as mentioned in the Report of the Scrutiniser, the proposed resolution, as placed before the equity shareholders, was approved by 100% of total number of valid votes cast by the public equity shareholders (in terms of number of shares held) who voted in favour of the resolution dated June 1, 2024 (out of which 284 had voted through remote e-voting prior to the meeting of June 1, 2024 and 2 had e-voted during the meeting of June 1, 2024). As per the Report of the Scrutiniser, the above resolution was passed with requisite majority (in terms of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023), by the public equity shareholders of Applicant Company 1.
12. That a summary of the total number of equity shareholders who cast their votes, the value of their votes/shareholding and particulars of the votes cast in favour of and against the resolution dated June 1, 2024, in tabular form, as provided in the Report of the Scrutiniser, is reproduced hereunder, for convenience of reference:

**Summary of votes cast in favour and against the Resolution dated June 1, 2024 are as follows:**

i. Total Voting:

Mode of Voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of outstanding shares
Remote e-voting prior to the meeting of June 1, 2024	297	99,83,644	82.868%

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E-voting during the meeting of June 1, 2024	2	2	0.000%
<b>Total</b>	<b>299</b>	<b>99,83,646</b>	<b>82.868%</b>

ii. Voted in “FAVOUR” of the resolution:

Mode of Voting	Number of equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting of June 1, 2024	297	99,83,644	100%
E-voting during the meeting of June 1, 2024	2	2	0%
<b>Total</b>	<b>299</b>	<b>99,83,646</b>	<b>100%</b>

iii. Voted “AGAINST” the resolution:

Mode of Voting	Number of equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting of June 1, 2024	0	0	0%
E-voting during the meeting of June 1, 2024	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

iv. “INVALID” Votes:

Number of equity shareholders whose votes cast were declared invalid	Number of invalid votes cast by them
0	0

hcs

13. That a summary of the total number of public equity shareholders who cast their votes, the value of their votes/shareholding and particulars of the votes cast in favour of and against the resolution, in tabular form, as provided in the Report of the Scrutiniser, is reproduced hereunder, for convenience of reference:

**Summary of votes cast in favour and against the Resolution dated June 1, 2024 are as follows:**

i. Total Voting:

Mode of Voting	Number of public equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of outstanding shares
Remote e-voting prior to the meeting of June 1, 2024	284	16,09,937	13.363%
E-voting during the meeting of June 1, 2024	2	2	0.000%
<b>Total</b>	<b>286</b>	<b>16,09,939</b>	<b>13.363%</b>

ii. Voted in "FAVOUR" of the resolution:

Mode of Voting	Number of public equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting of June 1, 2024	284	16,09,937	100%
E-voting during the meeting of June 1, 2024	2	2	0%
<b>Total</b>	<b>286</b>	<b>16,09,939</b>	<b>100%</b>

iii. Voted "AGAINST" the resolution:

*Nil*



Mode of Voting	Number of public equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting of June 1, 2024	0	0	0%
E-voting during the meeting of June 1, 2024	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

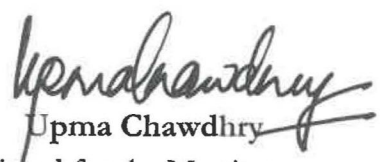
iv. "INVALID" Votes:

Number of public equity shareholders whose votes cast were declared invalid	Number of invalid votes cast by them
0	0

14. The Report of the Scrutiniser dated June 1, 2024 issued by Mr. Rahul Jogi is attached herewith as **Annexure A** to this report.

15. **Conclusion:** Based on the above-mentioned Report of the Scrutiniser dated June 1, 2024 for the poll conducted through remote e-voting facility and e-voting at the meeting of June 1, 2024 of the Equity Shareholders of the Applicant Company 1, the **Resolution dated June 1, 2024 has been passed with requisite majority** (in terms of the Act and also, in terms of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023) on Saturday June 1, 2024 by the Equity Shareholders of Inox Wind Energy Limited.

Place: Chandigarh, India  
Date: June 4, 2024

  
Upma Chawdhry  
Chairperson appointed for the Meeting  
under Orders of NCLT dated April 16, 2024

**ANNEXURE A**

Annexure A

To,

**Ms. Upma Chawdhry, IAS (Retd.)**

The Chairperson appointed for the meeting of the Equity Shareholders

**INOX WIND ENERGY LIMITED**

CIN: L40106HP2020PLC010065

Plot No. 1, Khasra Nos. 264 to 267,

Industrial Area, Village Basal,

Una, Himachal Pradesh - 174303

Date: June 01, 2024

**Sub: Scrutinizer's Report on the results of voting by the equity shareholders of Inox Wind Energy Limited through remote e-voting process (prior to the meeting) and e-voting process (during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Chandigarh Bench ('Hon'ble Tribunal'/ 'NCLT') of Inox Wind Energy Limited held on Saturday, June 01, 2024 at 10:00 a.m. IST ('Meeting') for approval of Scheme of Arrangement between Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders ('Scheme')**

Dear Ma'am,

I, Rahul Jogi, Advocate, have been appointed by the Hon'ble Tribunal, vide its Order dated April 16, 2024 in Company Application CA (CAA) No. 4/Chd/HP/2024 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Sections 230-232 of the Companies Act, 2013 ('Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Arrangement Rules') and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('Management Rules') as amended, read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the equity shareholders of Inox Wind Energy Limited ('Company') to the Scheme, in terms of the Notice dated April 29, 2024, convening the said Meeting.

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited ('NSDL') by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.
2. The equity shareholders of the Company as on cut-off date fixed (i.e. Saturday, May 25, 2024), were entitled to vote on the proposed resolution as set out in the notice of meeting of the equity shareholders of the Company. The Promoters and Promoter group hold 83,73,707 equity shares of the Company as on the Cut-off date. Also, there are a total of 17,058 public shareholders holding 36,73,866 equity shares of the Company constituting 30.494% of the total issued, subscribed and paid up equity share capital as on the Cut-off date.
3. The voting period for the remote e-voting prior to the meeting commenced on Wednesday, May 29, 2024 at 9:00 a.m. (IST) and ended on Friday, May 31, 2024 at 5:00 p.m. (IST).
4. The Company had also provided e-voting facility to the equity shareholders present at the NCLT Convened meeting through video-conferencing /other audio visual means facility and who had not cast their votes through remote e-voting prior to the meeting.
5. As confirmed by the Company, the Notice dated April 29, 2024 convening the meeting of the equity shareholders of the Company along with the Scheme and Statement under Section 230 to 232 of the Act read

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with Rule 6 of the Arrangement Rules, was sent to the equity shareholders in respect of the resolution to be passed at the Meeting of the Company via e-mail to those equity shareholders of the Company whose e-mail addresses were registered on April 19, 2024 with the Company/ Registrar and Transfer Agent (RTA)/ Depositories and via speed post/ registered post to those equity shareholders of the Company whose e-mail addresses were not registered on April 19, 2024 with the Company/ RTA/ Depositories.

6. During the meeting e-voting facility was provided to the shareholders for 15 minutes starting from 10:15 am to 10:30 am.
7. After the closure of the voting at the NCLT convened meeting of the equity shareholders of the Company, the meeting was concluded at 10:35 am.
8. The report on the voting done at the meeting and the votes cast under remote e-voting facility prior to the NCLT convened meeting were unblocked and counted, in the presence of the following two witnesses, who are not in employment of the Company:
  1. PCS Deepali Garg (M. No. A42653)
  2. PCS Shagun Taneja (M. No. F11781)
9. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's RTA and the authorisations lodged with the Company/ Company's RTA.
10. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and rules made thereunder and the SEBI Listing Regulations relating to voting through remote e-voting prior to the meeting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders of the Company.
11. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to the Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the meeting provided by NSDL.
12. The Resolution placed before the equity shareholders and the result of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company are given below.

**Resolution:**

“**RESOLVED THAT** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules") and other applicable provisions, if any, of the Act and the Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, both dated December 27, 2023, the Memorandum and Articles of Association of Inox Wind Energy Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench (hereinafter referred to as 'Hon'ble Tribunal'/'NCLT') and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board

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to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of arrangement amongst Inox Wind Energy Limited ('Transferor Company' or 'Company') and Inox Wind Limited ('Transferee Company') and their respective shareholders ('Scheme'), as enclosed with this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory/regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution."

**"RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from equity shareholders of the Company."

The result of remote e-voting prior to the Meeting and e-voting during the Meeting of equity shareholders provided by Inox Wind Energy Limited through NSDL, on the resolution is as follows:

i. **Total Voting:**

Mode of Voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of outstanding shares
Remote e-voting prior to the meeting	297	99,83,644	82.868%
E-voting during the meeting	2	2	0
<b>Total</b>	<b>299</b>	<b>99,83,646</b>	<b>82.868%</b>

ii. **Voted in "FAVOUR" of the resolution:**

Mode of Voting	Number of equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	297	99,83,644	100%
E-voting during the meeting	2	2	0
<b>Total</b>	<b>299</b>	<b>99,83,646</b>	<b>100%</b>

iii. **Voted "AGAINST" the resolution:**

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Mode of Voting	Number of equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	0	0	0
E-voting during the meeting	0	0	0
<b>Total</b>	0	0	0

iv. "INVALID" Votes:

Number of equity shareholders whose votes cast were declared invalid	Number of invalid votes cast by them
0	0

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

Further, in compliance with the SEBI Master circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Resolution placed before the Public equity shareholders and the result of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the Public equity shareholders of the Company are given below:

The result of remote e-voting prior to the Meeting and e-voting during the Meeting of public equity shareholders provided by Inox Wind Energy Limited through NSDL, on the resolution is as follows:

i. Total Voting:

Mode of Voting	Number of public equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of outstanding shares
Remote e-voting prior to the meeting	284	16,09,937	13.363%
E-voting during the meeting	2	2	0%
<b>Total</b>	286	16,09,939	13.363%

ii. Voted in "FAVOUR" of the resolution:

Mode of Voting	Number of public equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	284	16,09,937	100
E-voting during the meeting	2	2	0
<b>Total</b>	286	16,09,939	100

iii. Voted "AGAINST" the resolution:

Office: 1526, Sector 18 D, Chandigarh- 160018, M.: 999-0540-888, 999-0930-888

Email: [srjlegal@outlook.com](mailto:srjlegal@outlook.com), [www.srjlegal.in](http://www.srjlegal.in)

Mode of Voting	Number of public equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	0	0	0
E-voting during the meeting	0	0	0
<b>Total</b>	0	0	0

iv. "INVALID" Votes:

Number of public equity shareholders whose votes cast were declared invalid	Number of invalid votes cast by them
0	0

In addition to the above requirements under Section 230-232 of the Act, as per Rule 10(b) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favour of the resolution are more than the number of votes cast by the Public Shareholders against it.

In view of the above scrutiny, I hereby certify that the above resolution has been passed with requisite majority (in terms of the Act and also, in terms of the SEBI Master Circular) on Saturday, June 1, 2024 by the equity shareholders of Inox Wind Energy Limited.

All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you.

Yours faithfully



Ramul Jogi  
Advocate

Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

Date: June 01, 2024

Place: Chandigarh