

Inox Wind Energy Limited

CIN: L40106HP2020PLC010065

Registered Office: Plot No. 1, Khasra Nos. 264 to 267, Industrial Area,
Village - Basal, Distt. Una- 174303, Himachal Pradesh.

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REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF INOX WIND ENERGY LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN INOX WIND ENERGY LIMITED AND INOX WIND LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AT ITS MEETING HELD ON 12th JUNE, 2023

MEMBERS PRESENT

- | | | | |
|----|-------------------------|---|--------------------------------|
| 1. | Mr. Shanti Prashad Jain | - | Chairman, Independent Director |
| 2. | Ms. Vanita Bhargava | - | Independent Director |

The quorum was present at the Meeting and remained till the conclusion of the Meeting.

1. Background

- 1.1 A meeting of the Committee of Independent Directors of Inox Wind Energy Limited was held on 12th June, 2023 to consider and recommend the proposed draft Scheme of Arrangement provides for Amalgamation of Inox Wind Energy Limited ("Transferor Company" or "Company" or "IWEL") into Inox Wind Limited ("Transferee Company" or "IWL") and their respective shareholders under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")
- 1.2 The Company was incorporated under the provisions of the Act. The equity shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited. The Company holds 54.70 % of the total issued and paid-up share capital of the Transferee Company.
- 1.3 The Transferee Company was incorporated under the provisions of the Companies Act, 1956. The equity shares of the Transferee Company are listed on the BSE Limited and the National Stock Exchange of India Limited. The Non-Convertible Debentures ("NCD") of the Transferee Company are listed on the debt segment of the BSE Limited.
- 1.4 This report of the Committee of Independent Directors is made to comply with the requirements of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 2 (i) of Para A of Part I of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 ("SEBI Master Circular") and as amended from time to time.

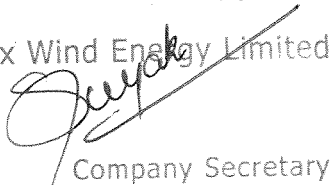
1.5 Documents placed before the Committee of Independent Directors

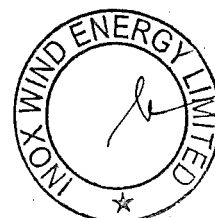
The following documents were placed before the Committee of Independent Directors:

- Draft Scheme;
- Valuation Report/Share Swap Ratio Report dated 12th June, 2023 issued by M/s Finvox Analytics (Registration No. IBBI/RV-E/06/2020/120), Registered Valuer ("Share Swap Ratio Report"), describing the methodology adopted by them in arriving at the recommended share swap ratio;

Certified True Copy

For Inox Wind Energy Limited


Company Secretary



An **INOXGFL** Group Company
BEYOND INFINITY

Corporate Office: INOXGFL Towers, 17 Sector 16A, Noida 201 301, Uttar Pradesh

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- c. Fairness Opinion dated 12th June, 2023 issued by M/s Fedex Securities Private Limited (SEBI Registration No.: INM000010163), an Independent SEBI registered Category I Merchant Banker ("Fairness Opinion"), providing its opinion on the fairness of share swap ratio as recommended in the Share Swap Ratio Report;
- d. The Certificate dated 12th June, 2023 issued by M/s Dewan P.N. Chopra & Co., Chartered Accountants (FRN:000472N), the Statutory Auditors of the Company, confirming that the accounting treatment stated in the Scheme is in compliance with the accounting standards prescribed under section 133 of the Act and generally accepted accounting principles;

2. Salient Features of the Scheme

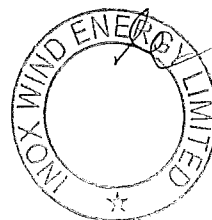
The Committee of Independent Directors noted the brief particulars of the Scheme as under:

- a. The Scheme (as *defined herein*) is presented *inter alia* under Sections 230 to 232 and other applicable provisions of the Act, SEBI Master Circular read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and other applicable law, if any. The Scheme provides for the amalgamation of the Company with the Transferee Company and dissolution of the Company without winding up and also provides for various other matters consequent and incidental thereto or otherwise integrally connected thereto.
- b. The appointed date for the amalgamation is July 1, 2023 ("**Appointed Date**").
- c. Upon the Scheme becoming effective, in consideration of the amalgamation of the Company into Transferee Company, pursuant to the Scheme, the Transferee Company shall, without any further act or deed, issue and allot, to every shareholder and warrant holder of the Company holding equity shares and share warrants in the Company, respectively and whose names appear in the Register of Members of the Company (where applicable) on the Specified Date (as defined in the Scheme) in the following ratio:
 - 158 equity shares (face value of Rs. 10/- per share) of IWL to be issued for every 10 equity shares (face value of Rs.10/- per share) of IWEL.
 - 158 share warrants of IWL with an issue price Rs. 54 each to be issued for every 10 share warrants of IWEL with an issue price of Rs. 847 each."
- d. Upon the Scheme becoming effective, all assets, liabilities, contracts, employees, records, etc. of the Company shall stand transferred to the Transferee Company as a going concern subject to the provisions of the Scheme.
- e. From the Appointed Date and up to the Effective Date (as *defined in the Scheme*), the Company and the Transferee Company shall carry on its business and activities with reasonable diligence and business prudence.
- f. The effectiveness of the Scheme is contingent upon certain conditions as mentioned in the Scheme.

3. Proposed Scheme

3.1. Need for the amalgamation and rationale of the scheme:

Consolidation of wind energy business – The Company is engaged in the business of generation and sale of wind energy, providing services for erection, procurement and commissioning of wind farms. The proposed arrangement would enable consolidation of same line of businesses, pooling of homogeneous assets and expertise across the group.



Streamlining group structure and operations – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which entails the following advantages:

- Improve the overall operational efficiency and effectiveness of the combined businesses.
- Reduction in the overall operational and compliance cost.

3.2. Synergies of the business of the entities involved in the Scheme:

The Committee reviewed the Scheme and noted that the Scheme would result in consolidation of wind energy business in the Transferee Company. The Scheme also ensures simplified and streamlined group structure. It helps in achieving reduction in overall operational and compliance costs.

The Scheme also helps to achieve better management and control on the combined businesses.

3.3. Impact of the Scheme on the Company, its shareholders and warrant holders

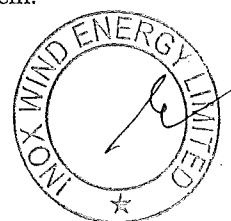
- a. In consideration for the amalgamation of the Company with the Transferee Company, the shareholders and warrant holders of the Company, as on the Specified Date (as defined in the Scheme) shall receive equity shares and share warrants of the Transferee Company. Further, the rights and interests of the shareholders and warrant holders of the Company will not be prejudicially affected by the Scheme, and there will be no change in the economic interest of the shareholders and warrant holders of the Company, before and after the Scheme. The equity shares and share warrants to be issued by the Transferee Company to the shareholders and warrant holders of the Company, respectively pursuant to the Scheme shall rank *pari passu* in all respects with the then existing equity shares and share warrants, if any, of the Transferee Company;
- b. Upon the Scheme becoming effective, the Company shall be dissolved without being wound up and the shareholders and warrant holders of the Company shall become shareholders and warrant holders of the Transferee Company respectively; and
- c. After the effectiveness of the Scheme and subject to the receipt of regulatory approvals, the equity shares of the Transferee Company issued as consideration pursuant to the Scheme, shall be listed on BSE Limited and the National Stock Exchange of India Limited.

3.4. Cost benefit analysis of the Scheme

The Scheme is expected to provide an opportunity to improve the economic value for the companies involved in the Scheme and their stakeholders, in view of the consolidation of the businesses. This is primarily on account of various cost and operational synergies which are expected to accrue on account of the Scheme and more particularly detailed out in the aforesaid paragraphs. While the Scheme would lead to incurring of some costs towards its implementation; however, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders.

4. Recommendation of the Committee of Independent Directors

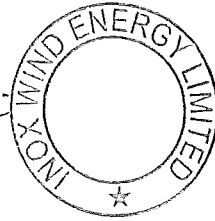
The Committee of Independent Directors has taken on record the Valuation Report/Share Swap Ratio Report and the Fairness Opinion and the recommendations made therein.



Taking into consideration the draft Scheme, Share Swap Ratio Report, Fairness Opinion and Certificate(s) issued by Statutory Auditors of the Company, need for the amalgamation and rationale of the Scheme, synergies of the business of the Companies, impact of the Scheme on the Company, its shareholders and warrant holders, cost benefit analysis of the Scheme and other documents placed before the Committee of Independent Directors, the Committee of Independent Directors is of the view that the Scheme is not detrimental to the interest of the shareholders and warrant holders of the Company and recommends the draft Scheme for the favourable consideration and approval by the Board of Directors of the Company.

By Order of the Members of the Committee of Independent Directors

**For and on Behalf of
Inox Wind Energy Limited**



**Shanti Prashad Jain
Chairman of the Committee of Independent Directors
DIN: 00023379
Date: 12th June, 2023
Place: Noida**