

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.

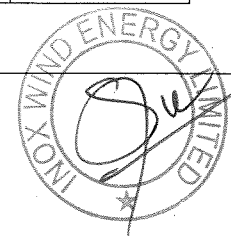
Telephone: +91-1975-272001

E-mail: investors.iwl@inoxwind.com, Website: www.iwel.co.in

Brief particulars of Inox Wind Energy Limited (Transferor Company)

Sr. No.	Particulars	Remarks																								
1	Name of the Company	Inox Wind Energy Limited ("IWEL")																								
2.	Exchange(s) Listed on	National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")																								
3.	Designated Stock Exchange	BSE																								
4.	Brief detail about Scheme	This Scheme of Arrangement (" Scheme ") provides for amalgamation of Inox Wind Energy Limited into Inox Wind Limited and their respective shareholders pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.																								
5.	Consideration/Exchange Ratio	"158 equity shares (face value of INR 10/- per share) of IWL to be issued for every 10 equity shares (face value of INR 10/- per share) of IWEL 158 share warrants (with an issue price of INR 54 each) of IWL to be issued for every 10 share warrants (with an issue price of INR 847 each) of IWEL"																								
6.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR),1957	No																								
7.	Report of Audit Committee	Audit Committee report dated June 12, 2023 has recommended the draft Scheme for favorable consideration.																								
8.	Valuation Report from a Registered Valuer	The share entitlement ratio have been derived based on Valuation report dated June 12, 2023 issued by Finvox Analytics (Registration No. IBBI/RV-E/06/2020/120), Registered Valuer.																								
9.	Fairness opinion by Merchant Banker	Fedex Securities Private Limited (Registration No. INM000010163), Merchant Banker, in its fairness opinion dated June 12, 2023 has opined that the share entitlement ratio as recommended by the valuer is fair.																								
10.	Pre and post scheme Shareholding Pattern of the listed Company	<p>Pre-Scheme Shareholding Pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares[^]</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>83,73,707</td> <td>69.51</td> </tr> <tr> <td>Public</td> <td>36,73,866</td> <td>30.49</td> </tr> <tr> <td>Total</td> <td>1,20,47,573</td> <td>100.00</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>-</td> <td>-</td> </tr> <tr> <td>Public</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>[^] On a fully diluted basis</p>	Category	No. of shares [^]	%	Promoter	83,73,707	69.51	Public	36,73,866	30.49	Total	1,20,47,573	100.00	Category	No. of shares	%	Promoter	-	-	Public	-	-	Total	-	-
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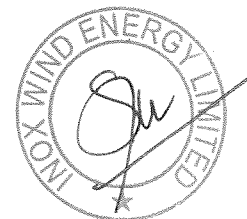
An **INOXGFL** Group Company
BEYOND INFINITY



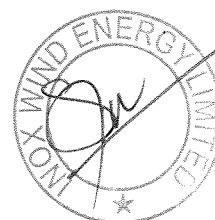
Corporate Office: INOXGFL Towers, 17 Sector 16A, Noida 201 301, Uttar Pradesh

Tel: +91 120 6149600, Fax: +91 120 6149610

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13.	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	Since IWEL is the Transferor Company, IWEL will be amalgamated with IWL and will be dissolved without winding up																								
14.	Approval of shareholders through postal ballot and e- voting	Required. The same will be complied at the time of holding meetings of shareholders of the Company																								
15.	Treatment of Fractional Entitlement, if any	If any member becomes entitled to any fractional shares on issuance of shares of the Transferee Company, the Board of Directors of the Transferee Company shall consolidate all such fractional shares and shall allot directly to an individual trustee in a separate account, who shall hold such shares for the benefit of the respective shareholders, to whom they belong for the purpose of selling such shares in open market in accordance with the SEBI Circular in this regard. Post such sale, the trustee shall distribute such net sale proceeds (net of taxes and costs) to the concerned eligible members in proportion to their respective fractional entitlement. Further, if the number of share warrants to be issued to any warrant holder in accordance with this Scheme is a fractional number, the same shall be rounded down to the previous lower whole number.																								

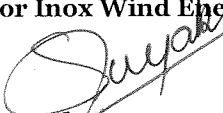


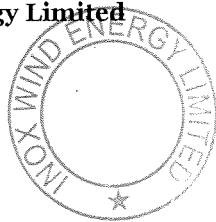
16.	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter dated 16 th June, 2023 confirmed that the proposed Scheme of Amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.	
17.	Statutory Auditor's certificate confirming the compliance of the accounting treatment as per SEBI Master Circular	M/s Dewan P.N. Chopra & Co., Statutory Auditors of IWEL, have provided the certificate dated June 12, 2023, confirming the accounting treatment as per SEBI circular.	
18.	Compliance Report as per SEBI circular	Compliance Report as per SEBI Master Circular has been submitted along with the application filed on 16 th June, 2023	
19.	Net Worth (Rs. in crores)	IWEL	IWL
	Pre	974.85	2,321.50
	Post	NA	2391.39
20.	Capital before the scheme (No. of equity shares as well as capital in rupees)	Authorised Capital	Authorised Capital
		- 11,01,10,000 Equity Shares of INR 10/- each	- 50,00,00,000 Equity shares of INR 10/- each – (INR 5,00,00,00,000)
			- 1,10,00,00,000 Preference shares of INR 10/- each (INR 11,00,00,00,000)
		INR 1,10,11,00,000	INR 16,00,00,000
	Issued, Subscribed and Paid-Up Capital	Issued, Subscribed and Paid-Up Capital	
- 1,12,21,127 Equity Shares of INR 10/- each	- 32,59,48,496 Equity Shares of INR 10/- each (INR 3,25,94,84,960)		
	- 60,00,00,000 Non-Convertible, Redeemable Preference shares of INR 10/- each (INR 6,00,00,00,000)		
INR 11,22,11,270	INR 925,94,84,960		
No. of shares to be issued	NA	1,20,73,206 Equity shares of INR 10/- each (INR 12,07,32,060)	
Cancellation of shares on account of cross holding, if any	NA	17,82,78,448 Equity Shares of INR 10/- each	



	Capital after the scheme (No. of equity shares as well as capital in rupees)	NA	<p>Authorised Capital</p> <ul style="list-style-type: none"> - 61,01,10,000 Equity shares of INR 10/- each- (INR 6,10,11,00,000) - 1,10,00,00,000 Preference shares of INR 10/- each (INR 11,00,00,00,000) <hr/> <p style="text-align: right;">INR 17,10,11,00,000</p> <hr/> <p>Issued, Subscribed and Paid-Up Capital</p> <ul style="list-style-type: none"> - 33,80,21,702 Equity Shares of INR 10/- each (INR 3,38,02,17,020) - 60,00,00,000 Non-Convertible, Redeemable Preference shares of INR 10/- each (INR 6,00,00,00,000) <hr/> <p style="text-align: right;">INR 9,38,02,17,020</p> <hr/>
21.	Remarks, if any		

For Inox Wind Energy Limited


Deepak Banga
Company secretary



Date: 16th June, 2023
Place: Noida



Greening INDIA

INOX Wind Limited

CIN : L31901HP2009PLC031083

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

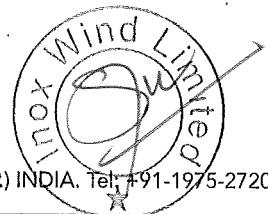
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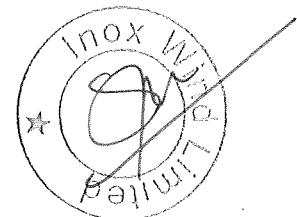
[Signature]
Company Secretary

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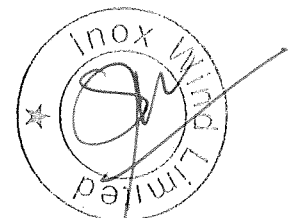


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21.	Remarks, if any		

For Inox Wind Limited

Deepak Banga
Deepak Banga
Company secretary



Date: 16th June, 2023
Place: Noida