

Inox Wind Energy Limited

(CIN: L40106GJ2020PLC113100)

Registered Office: 3rd Floor, ABS Tower, Old Padra Road, Vadodara - 390007, Gujarat, India

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NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of **Inox Wind Energy Limited** (“the **Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting**”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the **Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars including General Circular Nos. 2/2022 dated 5th May, 2022, 11/ 2022 dated 28th September, 2022 and 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s) or re- enactment(s) thereof for the time being in force and as amended from time to time.

The Statement pursuant to Sections 102(1), 110 and other applicable provisions of the Act read with the Rules framed thereunder and the Listing Regulations setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors have appointed Mr. S. Samdani (ICSI Membership No. FCS 3677), failing him Mr. Suresh Kumar Kabra (ICSI Membership No. ACS 9711) and failing him Ms. Megha Dave (ICSI Membership No. ACS 61098) of M/s. Samdani Shah and Kabra, Practicing Company Secretaries as Scrutinizers for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to all its Members.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than **5:00 P.M. (IST) on Thursday, 23rd March, 2023** (the last day to cast vote electronically) to be eligible for being considered. The Resolution will be deemed to have been passed on the last date of e-voting i.e. **Thursday, 23rd March, 2023**.

The results of the Postal Ballot/ e-voting along with Scrutinizer’s Report shall be displayed on the Company’s website www.iwel.co.in on the website of CDSL at www.evotingindia.com and shall also be communicated to the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, within 2 (two) working days from the conclusion of remote e-voting i.e. on or before **Monday, 27th March, 2023**.

SPECIAL BUSINESS

Item No. 1

Reclassification of certain members of the Promoter and Promoter Group of the Company from the category of “Promoter/ Promoter Group” to “Public”

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Board and subject to the applicable provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions and subject to necessary approvals from the Stock Exchanges and other appropriate authorities as may be required, the consent of the Members be and is hereby accorded for the reclassification of the following members of the Promoter and Promoter Group (hereinafter individually and jointly referred to as the ‘**Outgoing Promoters**’) from the category of “Promoter Group” to “Public”:

S. No.	Name of Outgoing Promoters	Present Category	No. of Shares held	% of total voting or share capital
1.	Mr. Pavan Kumar Jain	Promoter Group	0	0
2.	Ms. Nayantara Jain	Promoter Group	0	0
3.	Mr. Siddharth Jain	Promoter Group	0	0
4.	Inox Chemicals LLP	Promoter Group	0	0
5.	Siddho Mal Trading LLP	Promoter Group	0	0
6.	Mr. Kapoor Chand Jain	Promoter Group	1,000	0.01
7.	Ms. Hem Kumari	Promoter Group	1,000	0.01”

“RESOLVED FURTHER THAT upon receipt of necessary approval(s) including that from the Stock Exchanges for reclassification of the aforementioned Outgoing Promoters belonging to the Promoters Group, the Company shall effect such re-classification in the statement of Shareholding Pattern of the Company under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, in compliance of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT any one of the Directors and/ or Mr. Deepak Banga, Company Secretary of the Company be and are hereby severally authorised to intimate the Stock Exchanges post Members approval and to submit a reclassification application to the Stock Exchanges within the permitted time, and also execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time and to do all such acts and deeds as may be necessary to give effect to this resolution.”

By order of the Board of Directors

Place: Noida
Date: 10th February, 2023

Sd/-
Deepak Banga
Company Secretary

NOTES:

1. A Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read with the Rules framed thereunder and Secretarial Standard-2 and the Listing Regulations, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is enclosed.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, 17th February, 2023 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/ RTA/ Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at www.iwel.co.in; websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
4. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting Facility provided by Listed Entities, SS-2 and any amendment(s) thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. **The remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, 22nd February, 2023 and ends at 5.00 P.M. (IST) on Thursday, 23rd March, 2023.** The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
8. Institutional/ Corporate Members shall be entitled to vote through their authorized representatives. Institutional/ Corporate Members are requested to send a proof of authorisation (Board Resolution/Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at investors.iwl@inoxwind.com **not later than 5.00 P.M. on 23rd March, 2023**. Also, a scanned copy of the proof of authorization should be uploaded in PDF format in the CDSL e-Voting system for the Scrutinizer to verify the same.
9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. **23rd March, 2023**.

10. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email to the Company at investors.iwl@inoxwind.com.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

A. INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest facility are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. SHAREHOLDERS OTHER THAN INDIVIDUALS, HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered

- with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant **Inox Wind Energy Limited** on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, if you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- 17) There is also an optional provision to upload BR/ POA, if any, which will be made available to Scrutinizer for verification.

18) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.iwl@inoxwind.com if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

C. PROCEDURE FOR PROCURING USER ID AND PASSWORD FOR E-VOTING FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to vadodara@linkintime.co.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION)
RULES, 2014, SECRETARIAL STANDARD-2 AND LISTING REGULATIONS**

Item No. 1

The Board at its meeting held on 20th April, 2022 had approved the requests received from the following persons belonging to Promoter Group of the Company seeking reclassification from the category of “Promoter Group” to “Public”:

Sr. No.	Name of Outgoing Promoters	Present Category	No of shares held	% to total voting or share capital
1.	Mr. Pavan Kumar Jain	Promoter Group	0	0
2.	Ms. Nayantara Jain	Promoter Group	0	0
3.	Mr. Siddharth Jain	Promoter Group	0	0
4.	Inox Chemicals LLP	Promoter Group	0	0
5.	Siddho Mal Trading LLP	Promoter Group	0	0
6.	Mr. Kapoor Chand Jain	Promoter Group	1,000	0.01
7.	Ms. Hem Kumari	Promoter Group	1,000	0.01

Subsequently, the Company had filed an application on 17th May, 2022 with the Stock Exchanges for seeking their approval. However, the Stock Exchanges have advised the Company to seek approval of the Shareholders since above mentioned persons hold directly or indirectly more than 1% of the total share capital of the Company with their relatives and through other companies/ LLPs though, they have signed Memorandum of Oral Family Settlement and separated in their businesses/companies held through shareholding of various companies/ LLPs and hence, to comply with the requirements of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the earlier application was withdrawn on 2nd February, 2023. The Company has received fresh request letters dated 31st January, 2023 from the following persons seeking their reclassification from the category of “Promoter Group” to “Public”:

Sr. No.	Name of Outgoing Promoters	Present Category	No of shares held	% to total voting or share capital
1.	Mr. Pavan Kumar Jain	Promoter Group	0	0
2.	Ms. Nayantara Jain	Promoter Group	0	0
3.	Mr. Siddharth Jain	Promoter Group	0	0
4.	Inox Chemicals LLP	Promoter Group	0	0
5.	Siddho Mal Trading LLP	Promoter Group	0	0
6.	Mr. Kapoor Chand Jain	Promoter Group	1,000	0.01
7.	Ms. Hem Kumari	Promoter Group	1,000	0.01

Further, Regulation 31A of Listing Regulations, sets out the conditions to be satisfied for seeking reclassification. As per the said Regulation, the Promoter Group Members seeking re-classification and persons related to the promoters seeking re-classification shall not inter alia:

- together, hold more than ten percent of the total voting rights in the listed entity;
- exercise control over the affairs of the listed entity directly or indirectly;
- be represented on the board of directors of the listed entity;
- act as a key managerial person in the listed entity;
- subsequent to reclassification the promoters seeking reclassification shall continue to comply with conditions specified under (a) and (b) above in perpetuity and with conditions specified under (d) and (e) above for a period not less than three years from date of reclassification.

The said Regulations stipulates that in case of breach of the conditions as set out hereinabove, such persons will automatically be reclassified as a Promoter Group of the Company.

The Board at its meeting held on 10th February, 2023 has considered and approved the fresh request letters received from the Outgoing Promoters belonging to Promoter Group of the Company for seeking reclassification from the category of “Promoter Group” to “Public”, subject to the approval of the Shareholders of the Company, Stock Exchanges and any other authorities, if any, in terms of Regulation 31A of the Listing Regulations, 2015.

As per the provisions of Regulation 31A of Listing Regulations, the promoter(s) seeking reclassification and persons related to him/her/it shall not be entitled to vote on the above Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution except Mr. Devendra Kumar Jain, Mr. Vivek Kumar Jain and Mr. Devansh Jain, Directors of the Company and their relatives to the extent of their shareholding in the Company.

The Board recommend the Resolution as set out at Item No. 1 of the Notice for approval of the Members by way of an Ordinary Resolution.

By order of the Board of Directors

Place: Noida
Date: 10th February, 2023

Sd/-
Deepak Banga
Company Secretary