

IWL: NOI: 2024

2nd June, 2024

To, The Manager BSE Limited Corporate Relationship Department Phirozee Jeejeebhay Tower Dalal Street, Fort, Mumbai-400 001	To The Manager National Stock Exchange of India Limited Exchange Plaza, C/1, Block G Bandra Kurla Complex Bandra (East) Mumbai-400 051
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Scrip code: 539083

Scrip code: INOXWIND

Sub: Summary of Proceedings of the Meetings of the Debenture Holders, Secured Creditors and Unsecured Creditors of Inox Wind Limited (“Company”) and Voting results of the same for respective meetings, convened on 2nd June, 2024 pursuant to the Order dated 16th April, 2024 passed by the Hon’ble National Company Law Tribunal, Chandigarh Bench (“Hon’ble NCLT”) in the matter of Scheme of Arrangement amongst Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders

Ref: Regulations 30 & 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Madam,

This is to inform that pursuant to the order dated 16th April, 2024 passed by the Hon’ble National Company Law Tribunal, Chandigarh Bench (“NCLT”) in CA(CAA) No. 4/Chd/HP/2024 and in compliance with applicable provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), each as amended from time to time, the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the meeting of debenture holders, secured creditors and unsecured creditors of the Company was held as per the details hereunder through Video Conference (“VC”), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Inox Wind Energy Limited and 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 including rules and regulations made thereunder (“Scheme”):

Meeting of	Date	Meeting Time (IST)	Remote e-voting start date & time	Remote e-voting end date & time
Debenture holders	Sunday, 2 nd June, 2024	10:00 a.m.	30 th May, 2024 at 9 a.m.	1 st June, 2024 at 5 p.m.
Secured creditors	Sunday, 2 nd June, 2024	12:00 p.m.	30 th May, 2024 at 9 a.m.	1 st June, 2024 at 5 p.m.
Unsecured creditors	Sunday, 2 nd June, 2024	2:00 p.m.	30 th May, 2024 at 9 a.m.	1 st June, 2024 at 5 p.m.

Pursuant to Regulations 30 and 51 read with Schedule III of SEBI Listing Regulations, please find enclosed herewith the proceedings of meetings of the debenture holders, secured creditors and unsecured creditors of Inox Wind Limited held pursuant to the directions given by the Hon'ble NCLT, on the abovementioned dates through VC, as **Annexure-A, B and C** respectively.

Further, in relation to the proceedings of the aforesaid meeting of the debenture holders, secured creditors and unsecured creditors of the Company and in terms of the Companies Act, 2013 and Hon'ble NCLT Order, please find enclosed the copies of the report issued by the Scrutinizer on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the debenture holders, secured creditors and unsecured creditors of the Company, as **Annexure-D, E and F**, respectively.

The proposed resolution approving the Scheme was passed by majority of debenture holders representing three-fourth in value of the debenture holders of the Company.

Further, the proposed resolution approving the Scheme was passed by majority of secured creditors representing three-fourth in value of the secured creditors of the Company.

Additionally, the proposed resolution approving the Scheme was passed by majority of unsecured creditors representing three-fourth in value of the unsecured creditors of the Company.

The same is also available on the website of the Company at www.inoxwind.com.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,

For **Inox Wind Limited**

Deepak Banga
Company Secretary

Encl: As above

Annexure – A

SUMMARY OF THE PROCEEDINGS OF THE MEETING OF DEBENTURE HOLDERS OF INOX WIND LIMITED HELD ON SUNDAY, 2nd JUNE, 2024, AT 10:00 A.M. PURSUANT TO THE ORDER DATED 16th APRIL, 2024 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH ("HON'BLE NCLT") IN THE MATTER OF SCHEME OF ARRANGEMENT AMONGST INOX WIND ENERGY LIMITED AND INOX WIND LIMITED AND THEIR RESPECTIVE SHAREHOLDERS THROUGH VIDEO CONFERENCING

Pursuant to the directions of the Hon'ble NCLT, the meeting of the debenture holders of the Company was held today, i.e., Sunday, 2nd June, 2024, at 10:00 A.M. (IST) through Video Conference ('VC') ('Meeting'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs and other provisions 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.

Mr. Dhritiman Bhattacharyya, Lawyer of the Company, on behalf of the Chairperson, welcomed all the debenture holders, Company's representatives and advisors of the Company present at the meeting.

Thereafter, he introduced Ms. Upma Chawdhry, Chairperson, Ms. Malvika Singh, Alternate Chairperson and Mr. Rahul Jogi, Scrutinizer, all of whom were appointed for the meeting by the Hon'ble NCLT.

Mr. Dhritiman Bhattacharyya assisted the Chairperson in conducting the meeting.

Since the requisite quorum was present at the meeting as per the directions of the Hon'ble NCLT, the Chairperson called the meeting to order.

Mr. Dhritiman Bhattacharyya further informed that pursuant to the order of the Hon'ble NCLT and the applicable Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company has convened this NCLT convened meeting through VC, without the physical presence of the debenture holders at a common venue for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement between Inox Wind Energy Limited and 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 including rules and regulations made thereunder ("Scheme").

Mr. Dhritiman Bhattacharyya briefed the debenture holders about the proposed Scheme. Thereafter, the following business was transacted at the NCLT convened meeting of the debenture holders as set out in the Notice:

S. No.	Particulars	Type of resolution
1	To consider and approve the Scheme of Arrangement amongst Inox Wind Energy Limited and 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 including rules and regulations made thereunder ("Scheme").	Requisite majority

The debenture holders were further informed that debenture holders who have not casted their votes through remote e-voting, may proceed to cast their votes through e-voting. E-voting was kept open till 10:20 A.M. (IST) to enable the debenture holders to vote during the Meeting. Thereafter, the voting process was concluded.

The Meeting was concluded at 10:25 A.M. (IST) with a vote of thanks to the Chairperson of the meeting, debenture holders, Company's representatives and advisors to the Company, present in the meeting.

Annexure – B

SUMMARY OF THE PROCEEDINGS OF THE MEETING OF SECURED CREDITORS OF INOX WIND LIMITED HELD ON SUNDAY, 2nd JUNE, 2024, AT 12:00 P.M. PURSUANT TO THE ORDER DATED 16th APRIL, 2024 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH ("HON'BLE NCLT") IN THE MATTER OF SCHEME OF ARRANGEMENT AMONGST INOX WIND ENERGY LIMITED AND INOX WIND LIMITED AND THEIR RESPECTIVE SHAREHOLDERS THROUGH VIDEO CONFERENCING

Pursuant to the directions of the Hon'ble NCLT, the meeting of the secured creditors of the Company was held today, i.e., Sunday, 2nd June, 2024, at 12:00 P.M. (IST) through Video Conference ('VC') ('Meeting'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs and other provisions 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.

Mr. Dhritiman Bhattacharyya, Lawyer of the Company, on behalf of the Chairperson, welcomed all the secured creditors, Company's representatives and advisors of the Company present at the meeting.

Thereafter, he introduced Ms. Upma Chawdhry, Chairperson, Ms. Malvika Singh, Alternate Chairperson and Mr. Rahul Jogi, Scrutinizer, all of whom were appointed for the meeting by the Hon'ble NCLT.

Mr. Dhritiman Bhattacharyya assisted the Chairperson in conducting the meeting.

Since the requisite quorum was present at the meeting as per the directions of the Hon'ble NCLT, the Chairperson called the meeting to order.

Mr. Dhritiman Bhattacharyya further informed that pursuant to the order of the Hon'ble NCLT and the applicable Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company has convened this NCLT convened meeting through VC, without the physical presence of the secured creditors at a common venue for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement between Inox Wind Energy Limited and 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 including rules and regulations made thereunder ("Scheme").

Mr. Dhritiman Bhattacharyya briefed the secured creditors about the proposed Scheme. Thereafter, the following business was transacted at the NCLT convened meeting of the secured creditors as set out in the Notice:

S. No.	Particulars	Type of resolution
1	To consider and approve the Scheme of Arrangement amongst Inox Wind Energy Limited and 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 including rules and regulations made thereunder ("Scheme").	Requisite majority

The secured creditors were further informed that secured creditors who have not casted their votes through remote e-voting, may proceed to cast their votes through e-voting. E-voting was kept open till 12:20 P.M. (IST) to enable the secured creditors to vote during the Meeting. Thereafter, the voting process was concluded.

The Meeting was concluded at 12:25 P.M. (IST) with a vote of thanks to the Chairperson of the meeting, secured creditors, Company's representatives and advisors to the Company, present in the meeting.

SUMMARY OF THE PROCEEDINGS OF THE MEETING OF UNSECURED CREDITORS OF INOX WIND LIMITED HELD ON SUNDAY, 2nd JUNE, 2024, AT 2:00 P.M. PURSUANT TO THE ORDER DATED 16th APRIL, 2024 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH ("HON'BLE NCLT") IN THE MATTER OF SCHEME OF ARRANGEMENT AMONGST INOX WIND ENERGY LIMITED AND INOX WIND LIMITED AND THEIR RESPECTIVE SHAREHOLDERS THROUGH VIDEO CONFERENCING

Pursuant to the directions of the Hon'ble NCLT, the meeting of the unsecured creditors of the Company was held today, i.e., Sunday, 2nd June, 2024, at 2:00 P.M. (IST) through Video Conference ('VC') ('Meeting'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs and other provisions 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.

Mr. Dhritiman Bhattacharyya, Lawyer of the Company, on behalf of the Chairperson, welcomed all the unsecured creditors, Company's representatives and advisors of the Company present at the meeting.

Thereafter, he introduced Ms. Upma Chawdhry, Chairperson, Ms. Malvika Singh, Alternate Chairperson and Mr. Rahul Jogi, Scrutinizer, all of whom were appointed for the meeting by the Hon'ble NCLT.

Mr. Dhritiman Bhattacharyya assisted the Chairperson in conducting the meeting.

Since the requisite quorum was present at the meeting as per the directions of the Hon'ble NCLT, the Chairperson called the meeting to order.

Mr. Dhritiman Bhattacharyya further informed that pursuant to the order of the Hon'ble NCLT and the applicable Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company has convened this NCLT convened meeting through VC, without the physical presence of the unsecured creditors at a common venue for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement between Inox Wind Energy Limited and 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 including rules and regulations made thereunder ("Scheme").

Mr. Dhritiman Bhattacharyya briefed the unsecured creditors about the proposed Scheme. Thereafter, the following business was transacted at the NCLT convened meeting of the unsecured creditors as set out in the Notice:

S. No.	Particulars	Type of resolution
1	To consider and approve the Scheme of Arrangement amongst Inox Wind Energy Limited and 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 including rules and regulations made thereunder ("Scheme").	Requisite majority

The unsecured creditors were further informed that unsecured creditors who have not casted their votes through remote e-voting, may proceed to cast their votes through e-voting. E-voting was kept open till 2:20 P.M. (IST) to enable the unsecured creditors to vote during the Meeting. Thereafter, the voting process was concluded.

The Meeting was concluded at 2:23 P.M. (IST) with a vote of thanks to the Chairperson of the meeting, unsecured creditors, Company's representatives and advisors to the Company, present in the meeting.

To
Ms. Upma Chawdhry, IAS (Retd.)
The Chairperson appointed for the meeting of the Debenture Holders
INOX WIND LIMITED
CIN: L31901HP2009PLC031083
Plot No. 1, Khasra Nos. 264 to 267,
Industrial Area Village Basal,
Una, Himachal Pradesh - 174303

Date: June 02, 2024

Sub: Scrutinizer's Report on the results of voting by the debenture holders of Inox Wind 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 Limited held on Sunday, June 02, 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 and creditors ('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 the 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 debenture holders of Inox Wind 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 debenture holders 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 debenture holders of the Company as on cut-off date fixed (i.e. Tuesday, October 31, 2023), were entitled to vote on the proposed resolution as set out in the notice of meeting of the Debenture holders of the Company. The Company has a total of 36 debenture-holders having an outstanding balance of Rs. 3,46,66,70,000/- as on the cut-off date.
3. The voting period for the remote e-voting prior to the Meeting commenced on Thursday, May 30, 2024 at 9:00 a.m. (IST) and ended on Saturday, June 1, 2024 at 5:00 p.m. (IST).
4. The Company had also provided e-voting facility to the debenture-holders 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 debenture holders of the Company along with the Scheme and Statement under Section 230 to 232 of the Act read with Arrangement Rules, was sent to the debenture holders in respect of the resolution to be passed at the Meeting of the Company via e-mail to those debenture holders of the Company whose e-mail addresses were

- registered on October 31, 2023 with the Company and via speed post/ registered post to those debenture holders of the Company whose e-mail addresses were not registered on October 31, 2023 with the Company.
6. During the Meeting, e-voting facility was provided to the debenture holders for 15 minutes starting from 10:05 am to 10:20 am.
 7. After the closure of the voting at the NCLT convened meeting of the debenture holders of the Company, the Meeting was concluded at 10.25 am.
 8. After the closure of the voting at the NCLT convened meeting of the debenture holders of the Company, 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 'list of debenture holders' of the Company.
 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 debenture holders 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 debenture holders 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 debenture holders 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 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 arrangement embodied in the proposed Scheme of

arrangement amongst Inox Wind Energy Limited ('Transferor Company') and Inox Wind Limited ('Transferee Company' or 'Company') and their respective shareholders ('Scheme'), as enclosed with this Notice of the NCLT convened Meeting of the debenture holders, 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 debenture holders and the debenture holders 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 debenture holders of the Company."

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

i. Total Voting:

Mode of Voting	Number of debenture holders voted	Number of votes cast by them (in terms of outstanding amount due to the Company)	% of outstanding amount due to the Company
Remote e-voting prior to the meeting	35	3,21,66,70,000	92.79
E-voting during the meeting	0	0	0
Total	35	3,21,66,70,000	92.79

ii. Voted in "FAVOUR" of the resolution:

Mode of Voting	Number of debenture holders voted	Number of valid votes cast by them (in terms of outstanding amount due to the Company)	% of total number of valid votes cast (in terms of outstanding amount due to the Company)
Remote e-voting prior to the meeting	35	3,21,66,70,000	100
E-voting during the meeting	0	0	0
Total	35	3,21,66,70,000	100

iii. Voted "AGAINST" the resolution:

Mode of Voting	Number of debenture holders voted	Number of valid votes cast by them (in terms of outstanding amount due to the Company)	% of total number of valid votes cast (in terms of outstanding amount due to the Company)
Remote e-voting prior to the meeting	0	0	0
E-voting during the meeting	0	0	0
Total	0	0	0

iv. "INVALID" Votes:

Number of debenture holders whose votes cast were declared invalid	Number of invalid votes cast by them
0	0

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

In view of the above scrutiny, I hereby certify that the above resolution has been passed with requisite majority (in terms of the Act) on Sunday, June 2, 2024 by the debenture holders of Inox Wind 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



Rahul Jogi
Advocate
Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

Date: June 02, 2024
Place: Chandigarh

To
Ms. Upma Chawdhry, IAS (Retd.)
The Chairperson appointed for the meeting of the Secured Creditors
INOX WIND LIMITED
CIN: L31901HP2009PLC031083
Plot No. 1, Khasra Nos. 264 to 267,
Industrial Area Village Basal,
Una, Himachal Pradesh - 174303

Date: June 02, 2024

Sub: Scrutinizer's Report on the results of voting by the secured creditors of Inox Wind 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 Limited held on Sunday, June 02, 2024 at 12:00 p.m. IST ('Meeting') for approval of Scheme of Arrangement between Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders and creditors ('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 the 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 secured creditors of Inox Wind 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 secured creditors 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 secured creditors of the Company as on cut-off date fixed (i.e. Tuesday, October 31, 2023), were entitled to vote on the proposed resolution as set out in the notice of meeting of the secured creditors of the Company. The Company has a total of 12 secured creditors having an outstanding balance of Rs. 10,86,50,00,000/- as on the cut-off date.
3. The voting period for the remote e-voting prior to the meeting commenced on Thursday, May 30, 2024 at 9:00 a.m. (IST) and ended on Saturday, June 1, 2024 at 5:00 p.m. (IST).
4. The Company had also provided e-voting facility to the secured creditors 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 secured creditors of the Company along with the Scheme and Statement under Section 230 to 232 of the Act read with Rule 6 of the Arrangement Rules, was sent to the secured creditors in respect of the resolution to be passed at the Meeting of the Company via e-mail to those secured creditors of the Company whose e-mail

addresses were registered on October 31, 2023 with the Company and via speed post/ registered post to those secured creditors of the Company whose e-mail addresses were not registered on October 31, 2023 with the Company.

6. During the Meeting, e-voting facility was provided to the secured creditors for 15 minutes starting from 12:05 pm to 12:20 pm.
7. After the closure of the voting at the NCLT convened meeting of the secured creditors of the Company, the Meeting was concluded at 12:25pm.
8. After the closure of the voting at the NCLT convened meeting of the secured creditors of the Company, 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 'list of secured creditors' of the Company.
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 secured creditors 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 secured creditors 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 secured creditors 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 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 arrangement embodied in the proposed Scheme of

arrangement amongst Inox Wind Energy Limited ('Transferor Company') and Inox Wind Limited ('Transferee Company' or 'Company') and their respective shareholders ('Scheme'), as enclosed with this Notice of the NCLT convened Meeting of the secured creditors, 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 secured creditors and the secured creditors 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 secured creditors of the Company."

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

i. Total Voting:

Mode of Voting	Number of secured creditors voted	Number of votes cast by them (in terms of outstanding amount due to the Company)	% of outstanding amount due to the Company
Remote e-voting prior to the meeting	9	9,01,50,00,000	82.97
E-voting during the meeting	0	0	0
Total	9	9,01,50,00,000	82.97

ii. Voted in "FAVOUR" of the resolution:

Mode of Voting	Number of secured creditors voted	Number of valid votes cast by them (in terms of outstanding amount due to the Company)	% of total number of valid votes cast (in terms of outstanding amount due to the Company)
Remote e-voting prior to the meeting	9	9,01,50,00,000	100
E-voting during the meeting	0	0	0
Total	9	9,01,50,00,000	100

iii. Voted "AGAINST" the resolution:

Mode of Voting	Number of secured creditors voted	Number of valid votes cast by them (in terms of outstanding	% of total number of valid votes cast (in terms of

		amount due to the Company)	outstanding amount due to the Company)
Remote e-voting prior to the meeting	0	0	0
E-voting during the meeting	0	0	0
Total	0	0	0

iv. "INVALID" Votes:

Number of secured creditors whose votes cast were declared invalid	Number of invalid votes cast by them
0	0

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

In view of the above scrutiny, I hereby certify that the above resolution has been passed with requisite majority (in terms of the Act) on Sunday, June 2, 2024 by the secured creditors of Inox Wind 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



Rahul Jogi
Advocate

Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

Date: June 02,2024

Place: Chandigarh

To
Ms. Upma Chawdhry, IAS (Retd.)
The Chairperson appointed for the meeting of the Unsecured Creditors
INOX WIND LIMITED
CIN: L31901HP2009PLC031083
Plot No. 1, Khasra Nos. 264 to 267,
Industrial Area Village Basal,
Una, Himachal Pradesh - 174303

Date: June 02, 2024

Sub: Scrutinizer's Report on the results of voting by the unsecured creditors of Inox Wind 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 Limited held on Sunday, June 02, 2024 at 2:00 p.m. IST ('Meeting') for approval of Scheme of Arrangement between Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders and creditors ('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 the 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 unsecured creditors of Inox Wind 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 unsecured creditors 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 unsecured creditors of the Company as on cut-off date fixed (i.e. Tuesday, October 31, 2023), were entitled to vote on the proposed resolution as set out in the notice of meeting of the unsecured creditors of the Company. The Company has a total of 1,735 unsecured creditors having an outstanding balance of Rs. 8,53,41,14,531/- as on the cut-off date.
3. The voting period for the remote e-voting prior to the meeting commenced on Thursday, May 30, 2024 at 9:00 a.m. (IST) and ended on Saturday, June 1, 2024 at 5:00 p.m. (IST).
4. The Company had also provided e-voting facility to the unsecured creditors 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 unsecured creditors of the Company along with the Scheme and Statement under Section 230 to 232 of the Act read with Rule 6 of the Arrangement Rules, was sent to the unsecured creditors in respect of the resolution to be

passed at the Meeting of the Company via e-mail to those unsecured creditors of the Company whose e-mail addresses were registered on October 31, 2023 with the Company and via speed post/ registered post to those unsecured creditors of the Company whose e-mail addresses were not registered on October 31, 2023 with the Company.

6. During the Meeting, e-voting facility was provided to the unsecured creditors for 15 minutes starting from 2:05 pm to 2:20 pm.
7. After the closure of the voting at the NCLT convened meeting of the unsecured creditors of the Company, the Meeting was concluded at 2:23 pm.
8. After the closure of the voting at the NCLT convened meeting of the unsecured creditors of the Company, 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 'list of unsecured creditors' of the Company.
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 unsecured creditors 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 unsecured creditors 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 unsecured creditors 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 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 arrangement embodied in the proposed Scheme of arrangement amongst Inox Wind Energy Limited ('Transferor Company') and Inox Wind Limited ('Transferee Company' or 'Company') and their respective shareholders ('Scheme'), as enclosed with this Notice of the NCLT convened Meeting of the unsecured creditors, 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 unsecured creditors and the unsecured creditors 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 unsecured creditors of the Company."

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

i. Total Voting:

Mode of Voting	Number of unsecured creditors voted	Number of votes cast by them (in terms of outstanding amount due to the Company)	% of outstanding amount due to the Company
Remote e-voting prior to the meeting	705	6,45,23,70,837	75.6068
E-voting during the meeting	1	15,000	0.0001
Total	706	6,45,23,85,837	75.6069

ii. Voted in "FAVOUR" of the resolution:

Mode of Voting	Number of unsecured creditors voted	Number of valid votes cast by them (in terms of outstanding amount due to the Company)	% of total number of valid votes cast (in terms of outstanding amount due to the Company)
Remote e-voting prior to the meeting	703	6,45,22,69,837	99.9982
E-voting during the meeting	1	15,000	0.0002
Total	704	6,45,22,84,837	99.9984

iii. Voted "AGAINST" the resolution:

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Mode of Voting	Number of unsecured creditors voted	Number of valid votes cast by them (in terms of outstanding amount due to the Company)	% of total number of valid votes cast (in terms of outstanding amount due to the Company)
Remote e-voting prior to the meeting	2	1,01,000	0.0016
E-voting during the meeting	0	0	0
Total	2	1,01,000	0.0016

iv. "INVALID" Votes:

Number of unsecured creditors whose votes cast were declared invalid	Number of invalid votes cast by them
0	0

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

In view of the above scrutiny, I hereby certify that the above resolution has been passed with requisite majority (in terms of the Act) on Sunday, June 2, 2024 by the unsecured creditors of Inox Wind 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



Rahul Jogi

Advocate

Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

Date: June 02, 2024

Place: Chandigarh