

IWL: NOI: 2024

1<sup>st</sup> 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:- Details of voting results with respect to the meeting of the equity shareholders of Inox Wind Limited ("Company") convened on 1<sup>st</sup> June, 2024 pursuant to the order dated 16<sup>th</sup> April, 2024 passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") in the matter of Scheme of Arrangement amongst Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders**

**Ref:- Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

Dear Sir/ Madam,

This is to inform that pursuant to the order dated 16<sup>th</sup> April, 2024 passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") in CA(CAA) No. 4/Chd/HP/2024, a meeting of equity shareholders of the Company was held on 1<sup>st</sup> June, 2024 through Video Conference ("VC") for the purpose of approving the Scheme of Arrangement amongst Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme").

Further, pursuant to the applicable provisions of the Companies Act, 2013, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), applicable general circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company had provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the equity shareholders of the Company for approval of the Scheme.

Accordingly, voting by equity shareholders of the Company for approval of Scheme was carried out through (i) remote e-voting; and (ii) e-voting at the meeting held on the below mentioned dates:

Meeting of	Date	Meeting Time (IST)	Remote e-voting start date & time	Remote e-voting end date & time
Equity Shareholders	Saturday, 1 <sup>st</sup> June, 2024	02:00 p.m.	29 <sup>th</sup> May, 2024 at 9 a.m.	31 <sup>st</sup> May, 2024 at 5 p.m.

In relation to the proceedings of the aforesaid meeting of the equity shareholders of the Company and in terms of the Companies Act, 2013 and Hon'ble NCLT Order, please find enclosed the following disclosures:

1. Details of the voting results with respect to the meeting of the equity shareholders of the Company held on Saturday, 1<sup>st</sup> June 2024 at 02:00 P.M. (IST) through electronic mode (video conference) as per the format prescribed under the SEBI Listing Regulations as **Annexure-A**.
2. Copy of the report issued by the Scrutinizer appointed by the Hon'ble NCLT on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Equity Shareholders of the Company as **Annexure-B**.

The proposed resolution approving the Scheme was passed by majority of equity shareholders representing three-fourth in value of the equity shareholders of the Company. Further, the votes cast in favour of the resolution by public equity shareholders, were more than the votes cast against the resolution.

The voting results along with the scrutinizer's report is also available on the website of the Company at [www.inoxwind.com](http://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

**COMBINED RESULTS OF THE MEETING OF EQUITY SHAREHOLDERS AS PER  
REGULATION 44(3) OF SEBI LISTING REGULATIONS**

<b>Date of the NCLT Convened Meeting</b>	1 <sup>st</sup> June, 2024
<b>Total number of shareholders on Record Date (As of the Cut-of date i.e., May 25, 2024)</b>	1,64,267
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoter and Promoter group Public	Not applicable, as the meeting was held through VC/OAVM
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoter and Promoter group Public	9 82
<b>Resolution:</b>  <b>To consider and approve 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 the rules and regulations made thereunder (“Scheme”).</b>	
Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

• **Voting Result of the Meeting in terms of Section 230-232 of the Companies, 2013:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		172343388	100.0000	172343388	0	100.0000	0.0000
	Poll	172343388						
	Postal Ballot (if applicable)							
	<b>Total</b>	172343388	172343388	100.0000	172343388	0	100.0000	0.0000
Public-Institutions	E-Voting		49264315	77.3134	40210328	9053987	81.6216	18.3784
	Poll	63720302						
	Postal Ballot (if applicable)							
	<b>Total</b>	63720302	49264315	77.3134	40210328	9053987	81.6216	18.3784
Public- Non Institutions	E-Voting		27298956	30.3710	27297700	1256	99.9954	0.0046
	Poll	89884806						
	Postal Ballot (if applicable)							
	<b>Total</b>	89884806	27298956	30.3710	27297700	1256	99.9954	0.0046
<b>Total</b>		325948496	248906659	76.3638	239851416	9055243	96.3620	3.6380
<b>Whether resolution is Pass or Not.</b>							Yes	



• **Voting Result of the Meeting in terms of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	172343388						
	Postal Ballot (if applicable)							
	<b>Total</b>	172343388	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		49264315	77.3134	40210328	9053987	81.6216	18.3784
	Poll	63720302						
	Postal Ballot (if applicable)							
	<b>Total</b>	63720302	49264315	77.3134	40210328	9053987	81.6216	18.3784
Public- Non Institutions	E-Voting		27298956	30.3710	27297700	1256	99.9954	0.0046
	Poll	89884806						
	Postal Ballot (if applicable)							
	<b>Total</b>	89884806	27298956	30.3710	27297700	1256	99.9954	0.0046
<b>Total</b>		325948496	76563271	23.4894	67508028	9055243	88.1729	11.8271
<b>Whether resolution is Pass or Not.</b>							Yes	



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

Date: June 01, 2024

**Sub: Scrutinizer's Report on the results of voting by the equity shareholders of Inox Wind 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 Saturday, June 01, 2024 at 02:00 p.m. IST ('Meeting') for approval of Scheme of Arrangement between Inox Wind Energy Limited and Inox Wind Limited and their respective shareholders ('Scheme').**

Dear Ma'am,

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

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited ('NSDL') by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.
2. The equity shareholders of the Company as on cut-off date fixed (i.e. Saturday, May 25, 2024), were entitled to vote on the proposed resolution as set out in the notice of meeting of the equity shareholders of the Company. The Promoters and Promoter group hold 17,23,43,388 equity shares of the Company as on the Cut-off date. Also, there are a total of 1,64,257 public shareholders holding 15,36,05,108 equity shares of the Company constituting 47.126% of the total issued, subscribed and paid up equity share capital as on the Cut-off date.
3. The voting period for the remote e-voting prior to the Meeting commenced on Wednesday, May 29, 2024 at 9:00 a.m. (IST) and ended on Friday, May 31, 2024 at 5:00 p.m. (IST).
4. The Company had also provided e-voting facility to the equity shareholders present at the NCLT Convened meeting through video-conferencing/ other audio-visual means facility and who had not cast their votes through remote e-voting prior to the meeting.

5. As confirmed by the Company, the Notice dated April 29, 2024 convening the meeting of the equity shareholders of the Company along with the Scheme and Statement under Section 230 to 232 of the Act read with Rule 6 of the Arrangement Rules, was sent to the equity shareholders in respect of the resolution to be passed at the Meeting of the Company via e-mail to those equity shareholders of the Company whose e-mail addresses were registered on April 19, 2024 with the Company/ Registrar and Transfer Agent (RTA)/ Depositories and via speed post/ registered post to those equity shareholders of the Company whose e-mail addresses were not registered on April 19, 2024 with the Company/ RTA/ Depositories.
6. During the Meeting, e-voting facility was provided to the shareholders for 15 minutes starting from 02:15 pm to 02:30 pm.
7. After the closure of the voting at the NCLT convened meeting of the equity shareholders of the Company, the Meeting was concluded at 02:40 pm.
8. The report on the voting done at the Meeting and the votes cast under remote e-voting facility prior to the NCLT convened meeting were unblocked and counted, in the presence of the following two witnesses, who are not in employment of the Company:
  1. PCS Deepali Garg (M. No. A42653)
  2. PCS Shagun Taneja (M. No. F11781)
9. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's RTA and the authorisations lodged with the Company/ Company's RTA.
10. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and rules made thereunder and the SEBI Listing Regulations relating to voting through remote e-voting prior to the meeting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders of the Company.
11. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to the Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the meeting provided by NSDL.
12. The Resolution placed before the equity shareholders and the result of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company are given below.

**Resolution:**

**“RESOLVED THAT** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“Rules”) and other applicable provisions, if any, of the Act and the Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, both dated December 27, 2023, the Memorandum and Articles of Association of Inox Wind 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 equity shareholders, be and is hereby approved."

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

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

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

**i. Total Voting:**

Mode of Voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of outstanding shares
Remote e-voting prior to the meeting	756	24,87,21,456	76.307
E-voting during the meeting	8	1,85,203	0.057
<b>Total</b>	<b>764</b>	<b>24,89,06,659</b>	<b>76.364</b>

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

Mode of Voting	Number of equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	736	23,96,66,213	96.288
E-voting during the meeting	8	1,85,203	0.074
<b>Total</b>	<b>744</b>	<b>23,98,51,416</b>	<b>96.362</b>

iii. Voted "AGAINST" the resolution:

Mode of Voting	Number of equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	20	90,55,243	3.638
E-voting during the meeting	0	0	0
<b>Total</b>	<b>20</b>	<b>90,55,243</b>	<b>3.638</b>

iv. "INVALID" Votes:

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

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

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

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

i. Total Voting:

Mode of Voting	Number of public equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of outstanding shares
Remote e-voting prior to the meeting	746	7,63,78,068	23.433
E-voting during the meeting	8	1,85,203	0.057
<b>Total</b>	<b>754</b>	<b>7,65,63,271</b>	<b>23.490</b>

ii. Voted in "FAVOUR" of the resolution:

Mode of Voting	Number of public equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	726	6,73,22,825	87.931
E-voting during the meeting	8	1,85,203	0.242
<b>Total</b>	<b>734</b>	<b>6,75,08,028</b>	<b>88.173</b>



iii. Voted "AGAINST" the resolution:

Mode of Voting	Number of public equity shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
Remote e-voting prior to the meeting	20	90,55,243	11.827
E-voting during the meeting	0	0	0
<b>Total</b>	<b>20</b>	<b>90,55,243</b>	<b>11.827</b>

iv. "INVALID" Votes:

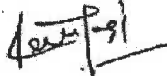
Number of public equity shareholders whose votes cast were declared invalid	Number of invalid votes cast by them
NIL	NIL

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

**In view of the above scrutiny, I hereby certify that the above resolution has been passed with requisite majority (in terms of the Act and also, in terms of the SEBI Master Circular) on Saturday, June 1, 2024 by the equity shareholders of Inox Wind 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 01, 2024  
Place: Chandigarh