

IWL: NOI: 2023

30th May, 2023

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai 400 051
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Scrip code: 539083

Scrip code: INOXWIND

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2023.

Dear Sir/ Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015, please find enclosed herewith Annual Secretarial Compliance Report dated 29th May, 2023 for the financial year ended 31st March, 2023 issued by M/s. J.K. Gupta & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company.

We request you to take the above on record.

Thanking You

Yours faithfully,

For Inox Wind Limited


Deepak Banga
Company Secretary



Encl: As above

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Gulabi Bagh, Delhi- 110052 Tel: +91-11-23644449 / 11-23654449 / 11-23644447 / 9953887741

Noida Office : Unit No. 1005, Logix City center Office Tower , Plot No. BW-58, Sector -32
Gautam Buddha Nagar , Noida - 201301, U.P. Tel. : +91-0120-4254129 / 8076323207

SECRETARIAL COMPLIANCE REPORT OF INOX WIND LIMITED
CIN: L31901HP2009PLC031083
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

We **J. K. Gupta & Associates** having our branch office at Unit 1005, Logix City Centre Office Tower, Plot No. BW-58, Sector 32, Gautam Buddha Nagar, Noida-201301 have examined:

- a) all the documents and records made available to us and explanation provided by **INOX WIND LIMITED** ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable to the Company during the Audit period]
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable to the Company during the Audit period]
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	Yes Yes	

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6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes Yes	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> <p>Further, the company is in timely compliance of submission of SDD Compliance Certificate and maintaining of Structured Digital Database (SDD) as prescribed under Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	No	Refer table (a) on page 6

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12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No event of Auditor Resignation has taken place during the reporting period
	II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No event of Auditor Resignation has taken place during the reporting period

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	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No event of Auditor Resignation has taken place during the reporting period.

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance requirement (regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity, while submitting quarterly and annual financial results, shall disclose the line items	Regulation 52 (4) of Securities and Exchange Board of India (Listing Obligations	Non-disclosure of line items prescribed under Regulation 52 (4) along with	The Listed entity paid fine for the delayed compliance as	Letter issued by stock exchange (BSE Limited) on 14/12/2022 under Circular No. SEBI/HO/D	Non-disclosure of line items prescribed under Regulation 52(4) along	Rs. 21240 (Twenty-One Thousand Two Hundred	The Listed entity had delayed in Compliance of Regulation , paid Fine as directed by the	The Company has made the default good and paid the	-

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	along with the financial results as prescribed in Reg 52 (4)	and Disclosure Requirements) Regulations, 2015	the half yearly financial results for the period ended September 2022.	levied by stock exchange	DHS_Div2/ CIR/P/2021 /699 dated December 29, 2021	with the half yearly financial results for the period ended September 2022.	d and Forty)	stock exchange and they will provide proper disclosure in future reporting's .	fine amount	
2	As per Reg 54 (2) of SEBI (LODR), 2015 The listed entity shall disclose to the stock exchange in quarterly, half-yearly, year-to-date and annual financial statements, as applicable, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities.	Regulation 54 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-disclosure of extent and nature of security created and maintained with respect to Listed, Secured, Redeemable, Non-Convertible Debenture in the financial statements for the period ended September 2022.	The Listed entity paid fine for the delayed compliance as levied by stock exchange	Letter issued by stock exchange (BSE Limited) on 14/12/2022 under Circular No. SEBI/HO/D DHS_Div2/ CIR/P/2021 /699 dated December 29, 2021	Non-disclosure of extent and nature of security created and maintained with respect to Listed, Secured, Redeemable, Non-Convertible Debenture in the financial statements for the period ended September 2022.	Rs. 21240 (Twenty-One Thousand Two Hundred and Forty)	The Listed entity had delayed in Compliance of Regulation , paid Fine as directed by the stock exchange and they will provide proper disclosure in future reporting's .	The Company has made the default good and paid the fine amount	-
3	As per Reg 33 (3) of SEBI (LODR), 2015 The listed entity shall submit quarterly and year to date standalone financial results to the stock	Regulation 33 (3) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	Late Submission of the financial results for the period ended September 2022.	The Listed entity paid fine for the delayed compliance as levied by stock exchanges	Letter issued by BSE Limited and NSE India on 14/12/2022 Under Circular No. SEBI/HO/C FD/CMD/C IR/P/2020/ 12 dated January 22, 2020	Late Submission of the financial results for the period ended September 2022.	For BSE Limited Rs. 106200 (One Lakh Six Thousand and Two Hundred)	The Listed entity had delayed in Compliance of Regulation , paid Fine as directed by the stock exchanges and they will provide	The Company has made the default good and paid the fine amount	-

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exchange within forty five days of end of each quarter, other than the last quarter.	Regulations, 2015						For NSE India: Rs. 106200 (One Lakh Six Thousand and Two Hundred)	proper disclosure in future reporting's		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance requirement (regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

Date: 29.05.2023
Place: Noida

For J. K. Gupta & Associates
J. K. Gupta & Associates

Partner

Jitesh Gupta
(Partner)

FCS No. 3978

CP No. 2448

UDIN: F003978E000408591

PR No. PR-902/2020