

IWL: NOI: 187: 2022

13th May, 2022

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: Proceedings and Declaration of Voting Results in respect of Resolutions passed at the 9th Extra-Ordinary General Meeting (EGM) of the Company held on Friday, 13th May, 2022 at 12:30 P.M. (IST) through Video Conferencing ('VCV/ Other Audio-Visual Means') ('OAVM')

Ref: Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/Madam,

We would like to inform you that the 9th Extra-ordinary General Meeting (EGM) of the Company was held on Friday, 13th May, 2022 at 12:30 P.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made there under, various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the business mentioned in the EGM Notice dated 20th April, 2022.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, as amended and MCA Circulars, the Company had provided facility of remote e-voting to its Members by using remote e-voting system as well as e-voting during the EGM in respect of the business to be transacted at the EGM.

M/s. J K Gupta & Associates, Practicing Company Secretaries, New Delhi ('the Scrutinizer') has scrutinized and reviewed the votes cast by the Members through remote e-voting prior to the date of EGM as well as through e-voting process during the EGM on the resolution transacted at the EGM and submitted his report on 13th May, 2022.

In this regard, we hereby enclose herewith the following:

Proceedings of the EGM pursuant to Part A of Schedule III under regulation 30 of the Listing Regulations	Annexure I
Voting Results of the EGM pursuant to Regulation 44 of the Listing Regulations	Annexure II
Consolidated Report of the Scrutinizer dated 13 th May, 2022 on remote e-Voting and e-Voting at the EGM.	Annexure III

The above voting results will also be available on the website of the Company at www.inoxwind.com and on website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

Request you to please take the same on record.

Thanking You,

Yours faithfully,

For **Inox Wind Limited**



Deepak Banga
Company Secretary

Encls.: As above

Annexure I

Gist of proceedings of the 9th Extra-ordinary General Meeting (EGM) of Inox Wind Limited held on 13th May, 2022 at 12:30 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means ('VC/OAVM') facility

- The 9th EGM of the Members of the Company was held on Friday, 13th May, 2022 at 12:30 p.m. through Video Conferencing ('VC' / 'Other Audio-Visual Means') ('OAVM').
- Shri Vineet Valentine Davis, Whole-time Director of the Company, was appointed as the Chairman of the Meeting. The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman introduced the Directors who had joined the meeting. It was also informed that Mr. Narayan Lodha, Chief Financial Officer, Mr. Deepak Banga, Company Secretary, representatives of Statutory & Secretarial Auditors of the Company and Scrutinizer for the meeting were also present during the meeting.
- The Chairman informed that remote e-voting commenced from Tuesday, 10th May, 2022 at 9.00 A.M. (IST) and ended on Thursday, 12th May, 2022 at 5.00 P.M. (IST). Further, the facility for e-voting during the EGM was also provided to the Members of the Company.
- The Chairman briefed the Members, inter-alia, on the items to be transacted at the EGM.
- A fair opportunity was given to the Members of the Company to seek clarifications and/ or offer comments on the item of the business to be transacted at the Meeting.
- The following item of business as set out in the Notice calling the Meeting was proposed for Members' approval through e-voting (i.e., remote e-voting and e-voting facility given during the EGM to the Members who have attended the Meeting virtually to cast their votes):
 1. Approval to amend the Articles of Association of the Company to enable issuance of Stock Options/ Share Warrants/ Convertible Securities;
 2. Approval for issuance of 0.0001% Compulsory Convertible Preference Shares upon variation of terms of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company;
 3. Approval for issuance of Equity Shares of face value of Rs.10/- each of the Company to Inox Leasing and Finance Limited, an entity forming part of the Promoter Group, on a preferential issue basis for cash consideration;
 4. Approval for issuance of Equity Shares of face value of Rs.10/- each of the Company to Samena Green Limited, Non Promoter, on a preferential issue basis for cash consideration;
 5. Approval for issuance of Equity Shares of face value of Rs. 10/- each of the Company to Lend Lease Company (India) Limited, Non Promoter, on a preferential issue basis for cash consideration;
 6. Approval for issuance of unlisted Convertible Warrants exercisable into Equity Shares to Samena Green Limited, Non Promoter, on a preferential issue basis for cash consideration;
 7. Approval for issuance of unlisted Convertible Warrants exercisable into Equity Shares to Lend Lease Company (India) Limited, Non Promoter, on a preferential issue basis for cash consideration;

8. Approval of Material Related Party Transactions;
 9. Approval for re-appointment of Shri Vineet Valentine Davis (DIN: 06709239) as a Whole-time Director of the Company.
- The Chairman announced that Mr. Deepak Banga, Company Secretary has been authorised to declare the e-voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the EGM) along with the Scrutinizer's Report, which shall be displayed on the website of the Company; www.inoxwind.com; website of CDSL; www.evotingindia.com; and websites of Stock Exchanges (both BSE and NSE) within 2 working days of the conclusion of the Meeting.
 - The Chairman then thanked the Members attending the EGM through Video Conference and declared the meeting as concluded. At the time of conclusion of EGM, the Chairman announced that the e-voting facility provided during the EGM shall remain open for next 15 minutes after the conclusion of the EGM.

Yours faithfully,

For **Inox Wind Limited**



Deepak Banga
Company Secretary

Annexure II

Inox Wind Limited
9th Extra-Ordinary General Meeting

Date of the AGM/EGM	13-05-2022
Total number of shareholders on record date	60359
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	43
Promoters and Promoter Group:	10
Public:	33

Inox Wind Limited

Resolution Required : (Special)			1 - Approval to amend the Articles of Association of the Company to enable issuance of Stock Options/ Share Warrants/ Convertible Securities.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562969	9855	99.9439	0.0561
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562969	9855	99.9439	0.0561
Total		221918226	163914194	73.8624	163904339	9855	99.9940	0.0060

Inox Wind Limited

Resolution Required : (Special)			2 - Approval for issuance of 0.0001% Compulsory Convertible Preference Shares upon variation of terms of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562912	9912	99.9436	0.0564
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562912	9912	99.9436	0.0564
Total		221918226	163914194	73.8624	163904282	9912	99.9940	0.0060

Inox Wind Limited

Resolution Required : (Special) **3 - Approval for issuance of Equity Shares of face value of Rs.10/- each of the Company to Inox Leasing and Finance Limited, an entity forming part of the Promoter Group, on a preferential issue basis for cash consideration.**

Whether promoter/ promoter group are interested in the agenda/resolution? **No**

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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562712	10112	99.9425	0.0575
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562712	10112	99.9425	0.0575
Total		221918226	163914194	73.8624	163904082	10112	99.9938	0.0062

Inox Wind Limited

Resolution Required : (Special)		4 - Approval for issuance of Equity Shares of face value of Rs.10/- each of the Company to Samena Green Limited, Non Promoter, on a preferential issue basis for cash consideration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562712	10112	99.9425	0.0575
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562712	10112	99.9425	0.0575
Total		221918226	163914194	73.8624	163904082	10112	99.9938	0.0062

Inox Wind Limited

Resolution Required : (Special)		5 - Approval for issuance of Equity Shares of face value of Rs. 10/- each of the Company to Lend Lease Company (India) Limited, Non Promoter, on a preferential issue basis for cash consideration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562712	10112	99.9425	0.0575
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562712	10112	99.9425	0.0575
Total		221918226	163914194	73.8624	163904082	10112	99.9938	0.0062

Inox Wind Limited

Resolution Required : (Special)		6 - Approval for issuance of unlisted Convertible Warrants exercisable into Equity Shares to Samena Green Limited, Non Promoter, on a preferential issue basis for cash consideration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562712	10112	99.9425	0.0575
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562712	10112	99.9425	0.0575
Total		221918226	163914194	73.8624	163904082	10112	99.9938	0.0062

Inox Wind Limited

Resolution Required : (Special)		7 - Approval for issuance of unlisted Convertible Warrants exercisable into Equity Shares to Lend Lease Company (India) Limited, Non Promoter, on a preferential issue basis for cash consideration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562702	10122	99.9424	0.0576
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562702	10122	99.9424	0.0576
Total		221918226	163914194	73.8624	163904072	10122	99.9938	0.0062

Inox Wind Limited

Resolution Required : (Ordinary)		8 - Approval of Material Related Party Transactions						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	149912477	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	2318904	682194	77.2685	22.7315
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	2318904	682194	77.2685	22.7315
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562859	9965	99.9433	0.0567
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562859	9965	99.9433	0.0567
Total		221918226	20573922	9.2709	19881763	692159	96.6357	3.3643

Inox Wind Limited

Resolution Required : (Special)		9 - Approval for re-appointment of Shri Vineet Valentine Davis (DIN: 06709239) as a Whole-time Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	149912477	143340272	95.6160	143340272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143340272	95.6160	143340272	0	100.0000	0.0000
Public Institutions	E-Voting	6064526	3001098	49.4861	3001098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3001098	49.4861	3001098	0	100.0000	0.0000
Public Non Institutions	E-Voting	65941223	17572824	26.6492	17562879	9945	99.9434	0.0566
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17572824	26.6492	17562879	9945	99.9434	0.0566
Total		221918226	163914194	73.8624	163904249	9945	99.9939	0.0061

K. Gupta & Associates

(Company Secretaries)

Website - www.jkgupta.com

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Consolidated Scrutinizer's Report on Remote E-voting & Electronic Voting

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules, 2014]*

To,

The Chairman

INOX WIND LIMITED

Plot No. 1, Khasra Nos. 264 to 267

Industrial Area Village Basal

Una HP 174303

Subject: Consolidated Scrutinizer's Report on Remote E-Voting & Electronic Voting for the 09th Extra Ordinary General Meeting of Inox Wind Limited held on Friday, 13th May, 2022 at 12:30 p.m. conducted pursuant to the provision(s) of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

We, **M/s. J. K. Gupta & Associates**, having office at 257, Vardhman City Centre-2, Near Shakti Nagar Railway Under Bridge, New Delhi-110052 were appointed as the Scrutinizer by the Board of Directors of **Inox Wind Limited** ("the Company"), pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the E-Voting process in respect of the resolutions as set out in the Notice dated 20th April, 2022, for the 09th Extra Ordinary General Meeting held on Friday, 13th day of May, 2022 at 12:30 p.m.. through Video Conferencing (VC) \ Other Audio-Visuals Means (OVAM) in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the Members of the Company. Our responsibility as a Scrutinizer for the E-Voting process at the Extra Ordinary General Meeting is restricted to make a Scrutinizer report of the Votes Cast "in favor" or "against" the resolutions as stated below, based on the report generated from the E-Voting System provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company to provide E-Voting facilities.

The result of the Remote E-Voting together with that of the Electronic Voting carried out at the Extra Ordinary General Meeting are as under:



SPECIAL BUSINESS

Item No. 01. Approval to amend the Articles of Association of the Company to enable issuance of Stock Options/ Share Warrants/ Convertible Securities

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rules framed there under, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and any other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by insertion of the following Clause as Clause 13A in the Articles of Association (immediately following existing Clause 13 and immediately preceding existing Clause 14):

13A. Powers to issue stock options/share warrants/ convertible securities

Subject to the provisions of applicable law and subject to applicable statutory approvals, the Company may issue share warrants/ options/ convertible securities to any person (whether or not the share/ security holders of the Company) which may entitle the holders thereof to subscribe to equity shares or such other securities with or without consideration, and with or without refundable/ forfeitable deposit, for such exercise period and on such terms and conditions as the Board (or any Committee duly authorised by the Board) may deem fit. Accordingly the Board/ Committee may in its discretion, with respect to any share which is fully paid, upon application in writing signed by the persons registered as holders of the share warrants/ convertible securities and authenticated by such evidence (if any) as the Board/ Committee may from time to time require as to identify the person signing the application, and on receiving the certificate (if any) of the share warrants/ convertible securities and the amount of the stamp duty on the share warrant/ convertible securities and such fee as the Board/ Committee may from time to time require, issue and allot equity shares or other securities.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall deem to include IWL Committee of the Board of Directors for Operations) be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in that regard and to finalise and execute all such deeds and documents as may be necessary or expedient, for the purpose of giving effect to this resolution.”

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	134	1,639,043,390	99.9939%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	134	1,639,043,390	99.9939%



(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	6	98,550	0.0061%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	6	98,550	0.0061%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	134	163,904,339	99.9939%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	134	163,904,339	99.9939%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	6	9,855	0.0061%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	6	9,855	0.0061%



(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

Item No. 02. Approval for issuance of 0.0001% Compulsory Convertible Preference Shares upon variation of terms of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 48, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory amendment(s), modification(s) or reenactment(s) thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”), the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (“**Stock Exchanges**”) and subject to any other rules, regulations, notifications, circulars, guidelines and clarifications issued by the Ministry of Corporate Affairs (“**MCA**”), the Reserve Bank of India (“**RBI**”) and/ or any other appropriate authority, from time to time, to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, Valuation Report of the Independent Registered Valuer and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 IWL Committee of the Board of Directors for Operations), and based on the written consent/ approval of all the holders of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the face value of Rs. 10/- each of the Company, the consent and approval of the Members of the Company be and is hereby accorded to the Board to change/ alter/ vary/ replace the existing terms and nature of 91,83,51,137 (Ninety One Crore Eighty Three Lakh Fifty One Thousand One Hundred and Thirty Seven) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the face value of Rs. 10/- each of the Company (“**NCPRPS**”), which were issued and allotted, at par, to Inox Wind Energy Limited, Promoter of the Company, for consideration other than cash in lieu of its unsecured advances and intercorporate deposits (including interest accrued thereon) and **Devansh Trademart LLP**, an entity forming part of the Promoter Group, for cash consideration, so as to result into 91,83,51,137 (Ninety One Crore Eighty Three Lakh Fifty One Thousand One Hundred and Thirty Seven) 0.0001% Compulsorily Convertible Preference Shares of the face value of Rs. 10/- each of the Company (“**CCPS**”) which has



been determined based on the Valuation Report dated 13th April, 2022 issued by Shri Sparsh Singla, an Independent Registered Valuer, with the following revised terms:

- i. The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 10/- each of the Company ("Equity Shares") with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- ii. The CCPS shall not be redeemable as the same are compulsorily convertible;
- iii. The CCPS shall be non-participating in the surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- iv. The CCPS shall be paid dividend on a non-cumulative basis at the rate of 0.0001%;
- v. All the 91,83,51,137 (Ninety One Crore Eighty Three Lakh Fifty One Thousand One Hundred and Thirty Seven) CCPS allotted on variation of the terms of NCPRPS shall be converted into 7,28,85,010 (Seven Crore Twenty Eight Lakh Eighty Five Thousand and Ten) fully paid up equity shares of face value of Rs. 10/- each of the Company ("Equity Shares"), at a price of Rs. 126/- (Rupees One Hundred and Twenty Six only) per Equity Share (including a premium of Rs. 116/- (Rupees One Hundred and Sixteen only) for each CCPS) ("Conversion Price"), from time to time, in one or more tranches, simultaneously with or prior to the conversion of the Convertible Warrants proposed to be issued to Samena Green Limited ("Samena") into Equity Shares, on such date, which shall not be later than 15th January, 2023 ("Conversion Date"), unless such date has been extended by a mutual agreement between the Company, Samena and the holders of CCPS, upto a period not exceeding 18 (Eighteen) months from the date of issuance of CCPS ("Extended Conversion Date") at the Conversion Price, in which case the aforesaid conversion shall take place simultaneously with the conversion of the Convertible Warrants on the Extended Conversion Date, aggregating to not exceeding Rs. 918,35,11,370/- (Rupees Nine Hundred and Eighteen Crore Thirty Five Lakh Eleven Thousand Three Hundred and Seventy only), and this Conversion Price has been determined based on the Valuation Report dated 13th April, 2022 issued by Shri Sparsh Singla, an Independent Registered Valuer considering Wednesday, 13th April, 2022 as the "Relevant Date" i.e. the date 30 days prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting and this price at which CCPS shall be converted into equity share is higher than the floor price as has been calculated as per the method prescribed in Regulation 164(1) of ICDR Regulations.
- vi. The CCPS holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the CCPS, in one or more tranches, simultaneously with or prior to the conversion of the Convertible Warrants proposed to be issued to Samena into Equity Shares, on such date, which shall not be later than 15th January, 2023 ("**Conversion Date**"), unless such date has been extended by a mutual agreement between the Company, Samena and the holders of CCPS, upto a period not exceeding 18 (Eighteen) months from the date of issuance of CCPS ("**Extended Conversion Date**") at the Conversion Price, in which case the aforesaid conversion shall take place simultaneously with the conversion of the Convertible Warrants on the Extended Conversion Date, by issuing a written notice to the Company specifying the number of CCPS proposed to be exercised. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the equity shares accordingly at a price of Rs. 126/- (Rupees One Hundred and Twenty Six only) per equity share to the CCPS holder and perform such actions as required to credit the Equity Shares into the demat account of the allottee and entering the name of allottee in the records of the Depository as the registered beneficial owner of such Equity Shares.



- vii. The Equity Shares allotted pursuant to conversion of the CCPS shall be in dematerialized form; shall be fully paid up and shall be listed on the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited where the existing Equity Shares of the Company are listed in accordance with applicable regulations;
- viii. The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company;
- ix. The CCPS and the Equity Shares to be allotted pursuant to conversion of the CCPS shall be subject to lock-in as applicable under ICDR Regulations;
- x. The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** 91,83,51,137 (Ninety One Crore Eighty Three Lakh Fifty One Thousand One Hundred and Thirty Seven) CCPS of Rs.10/- each, be issued in lieu of NCPRPS to the following existing holders on change in terms of the NCPRPS:

S. No	Name of existing holders of NCPRPS	No. of CCPS to be allotted
01.	Inox Wind Energy Limited	83,33,51,137
02.	Devansh Trademart LLP	8,50,00,000”

“**RESOLVED FURTHER THAT** the CCPS shall be issued within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of CCPS is subject to receipt of any approval(s) or permission(s) from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of last of such approval(s) or permission(s).”

“**RESOLVED FURTHER THAT** the ‘Relevant Date’ in accordance with the provisions of Chapter V of the ICDR Regulations for the purpose of determination of issue price of the Equity Shares upon conversion of the CCPS shall be **Wednesday, 13th April, 2022** (the “**Relevant Date**”), being the date 30 days prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting has been considered as the Relevant Date.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make an offer to the Investors through private placement offer letter in Form PAS-4 or any other form/ document etc. as prescribed under the Act”.

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue is being made in accordance with the ICDR Regulations.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company, in its entire discretion to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company for the purpose of giving effect to this resolution.”



“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	133	1,639,042,820	99.9939%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	133	1,639,042,820	99.9939%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	7	99,120	0.0061%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	7	99,120	0.0061%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	133	163,904,282	99.9939%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	133	163,904,282	99.9939%



(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	7	9,912	0.0061%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	7	9,912	0.0061%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

Item No. 03. Approval for issuance of Equity Shares of face value of Rs.10/- each of the Company to Inox Leasing and Finance Limited, an entity forming part of the Promoter Group, on a preferential issue basis for cash consideration

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“ICDR Regulations”**), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**), the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (**“Stock Exchanges”**), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 IWL Committee of the Board of Directors for Operations), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute



discretion, the consent, authority, sanction and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 1,19,04,761 (One Crore Nineteen Lakh Four Thousand Seven Hundred and Sixty One) fully paid-up equity shares of the face value of Rs. 10/- each of the Company ('Equity Shares'), at a price of Rs. 126/- (Rupees One Hundred and Twenty Six only) per Equity Share (inclusive of a premium of Rs. 116/- (Rupees One Hundred and Sixteen only) per Equity Share) aggregating to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore only) to **Inox Leasing and Finance Limited** (CIN: U65910MH1995PLC085703) ("**Proposed Allottee**"), an entity forming part of the Promoter Group of the Company, as defined in the ICDR Regulations, on a preferential issue basis, for cash consideration."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Equity Shares is **Wednesday, 13th April, 2022** (the "**Relevant Date**"), being the date 30 days (thirty) prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date."

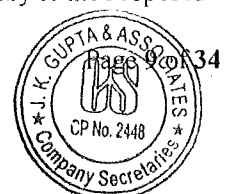
"RESOLVED FURTHER THAT the issue price for Equity Shares of face value of Rs.10/- each of the Company for cash consideration has been determined considering Wednesday, 13th April, 2022 as the "Relevant Date" and this price is higher than the floor price as has been determined as per the method prescribed in Regulation 164(1) of ICDR Regulations."

"RESOLVED FURTHER THAT the issue of the Equity Shares under this Preferential offer shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof;
- ii. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- iii. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations;
- iv. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s);
- v. The Equity Shares so offered and issued to the Proposed Allottee, are being issued for cash consideration; and
- vi. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and other details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, immediately after passing of this resolution, if necessary to the Proposed

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Allottee in accordance with the provisions of the Act and that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.”

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to decide and approve the other terms and conditions of the issue of Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, (“Listing Regulations”), applicable SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/ consultants and advisors and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company for the purpose of giving effect to this resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	132	1,639,040,820	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	1,639,040,820	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	8	101,120	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	101,120	0.0062%



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(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	132	163,904,082	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	163,904,082	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	8	10,112	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	10,112	0.0062%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



Item No. 04. Approval for issuance of Equity Shares of face value of Rs.10/- each of the Company to Samena Green Limited, Non Promoter, on a preferential issue basis for cash consideration

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“ICDR Regulations”**), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**), the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (**“Stock Exchanges”**), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 IWL Committee of the Board of Directors for Operations), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority, sanction and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 25,79,365 (Twenty Five Lakh Seventy Nine Thousand Three Hundred and Sixty Five) fully paid-up equity shares of the face value of Rs. 10/- each of the Company (**‘Equity Shares’**), at a price of Rs. 126/- (Rupees One Hundred and Twenty Six only) per Equity Share inclusive of a premium of Rs. 116/- (Rupees One Hundred and Sixteen only) per Equity Share, aggregating to Rs. 32,50,00,000/- (Rupees Thirty Two Crore Fifty Lakh only) to **Samena Green Limited (“Proposed Allottee”)**, a foreign company, who is not a Promoter and who does not belong to the Promoter Group of the Company (Category: Non Promoter), on a preferential issue basis, for cash consideration.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Equity Shares is **Wednesday, 13th April, 2022** (the **“Relevant Date”**), being the date 30 days (thirty) prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date.”

“RESOLVED FURTHER THAT the issue price for Equity Shares of face value of Rs.10/- each of the Company for cash consideration has been determined considering Wednesday, 13th April, 2022 as the **“Relevant Date”** and this price is higher than the floor price as has been determined as per the method prescribed in Regulation 164(1) of ICDR Regulations.”

“RESOLVED FURTHER THAT the issue of the Equity Shares under this Preferential offer shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof;



- ii. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- iii. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations;
- iv. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s); and
- v. The Equity Shares so offered and issued to the Proposed Allottee, are being issued for a cash consideration; and
- vi. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and other details of the Proposed Allottee in Form PAS-5 and issue a private placement offer cum application letter in Form PAS-4, immediately after passing of this resolution, if necessary to the Proposed Allottee in accordance with the provisions of the Act and that the allotment would be made only upon receipt of in-principle approvals from the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to decide and approve the other terms and conditions of the issue of Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, ("Listing Regulations"), applicable SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/ consultants and advisors and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects".



I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	132	1,639,040,820	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	1,639,040,820	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	8	101,120	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	101,120	0.0062%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	132	163,904,082	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	163,904,082	99.9938%



(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	8	10,112	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	10,112	0.0062%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

Item No. 05. Approval for issuance of Equity Shares of face value of Rs. 10/- each of the Company to Lend Lease Company (India) Limited, Non Promoter, on a preferential issue basis for cash consideration

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

“**RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”), the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (“**Stock Exchanges**”), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 IWL Committee of the Board of Directors for Operations), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority, sanction and



approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 23,80,952 (Twenty Three Lakh Eighty Thousand Nine Hundred and Fifty Two) fully paid-up equity shares of the face value of Rs. 10/- each of the Company ('Equity Shares'), at a price of Rs. 126/- (Rupees One Hundred Twenty Six only) per Equity Share inclusive of a premium of Rs. 116/- (Rupees One Hundred and Sixteen only) per Equity Share, aggregating to Rs. 30,00,00,000/- (Rupees Thirty Crore only) to **Lend Lease Company (India) Limited**, (CIN: U65910WB1987PLC041823) ("**Proposed Allottee**"), who is not a Promoter and who does not belong to the Promoter Group of the Company (Category: Non Promoter), on a preferential issue basis, for cash consideration."

"**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Equity Shares is **Wednesday, 13th April, 2022** (the "**Relevant Date**"), being the date 30 days (thirty) prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date."

"**RESOLVED FURTHER THAT** the issue price for Equity Shares of face value of Rs.10/- each of the Company for cash consideration has been determined considering Wednesday, 13th April, 2022 as the "Relevant Date" and this price is higher than the floor price as has been determined as per the method prescribed in Regulation 164(1) of ICDR Regulations."

"**RESOLVED FURTHER THAT** the issue of the Equity Shares under this Preferential offer shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof;
- ii. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- iii. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations;
- iv. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s); and
- v. The Equity Shares so offered and issued to the Proposed Allottee, are being issued for a cash consideration; and
- vi. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and other details of the Proposed Allottee in Form PAS-5 and issue a private placement offer cum application letter in Form PAS-4, immediately after passing of this resolution, if necessary to the Proposed Allottee in accordance with the provisions of the Act and that the allotment would be made only upon



receipt of in-principle approvals from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.”

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to decide and approve the other terms and conditions of the issue of Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, (“Listing Regulations”), applicable SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/ consultants and advisors and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company for the purpose of giving effect to this resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	132	1,639,040,820	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	1,639,040,820	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	8	101,120	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	101,120	0.0062%



(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	132	163,904,082	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	163,904,082	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	8	10,112	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	10,112	0.0062%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



Item No. 06. Approval for issuance of unlisted Convertible Warrants exercisable into Equity Shares to Samena Green Limited, Non Promoter, on a preferential issue basis for cash consideration

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“ICDR Regulations”**), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**), the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (**“Stock Exchanges”**), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 IWL Committee of the Board of Directors for Operations), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority, sanction and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, and allot upto 90,90,909 (Ninety Lakh Ninety Thousand Nine Hundred and Nine) unlisted convertible warrants (**“Convertible Warrants”**) to **Samena Green Limited (“Samena”/“Proposed Convertible Warrant Allottee”**), a foreign company, who is not a Promoter and who does not belong to the Promoter Group of the Company (Category: Non Promoter), on a preferential issue basis, for cash consideration, for an issue price of Rs. 132/- (Rupees One Hundred and Thirty Two only) per Convertible Warrant (**“Issue Price”**), each Convertible Warrant carrying a right to subscribe to 1 (One) Equity Share of face value of Rs. 10/- each of the Company at a premium of Rs. 122/- (Rupees One Hundred and Twenty Two only) per equity share for each Convertible Warrant, on a preferential basis, from time to time, in one or more tranches, anytime on or prior to 15th January, 2023 unless such date has been extended by mutual agreement between the Company and Samena upto a period not exceeding 18 (Eighteen) months from the date of allotment of the Convertible Warrants, for an amount aggregating to **Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crore only)** and on such other terms and conditions as set out below and in the Explanatory Statement annexed to the Notice convening this meeting and as the Board may in its absolute discretion think fit and decide, in accordance with the provisions of Companies Act, 2013, ICDR Regulations and Takeover Regulations or other applicable laws without requiring any further approval or consent from the Members.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Convertible Warrants exercisable into Equity Shares is **Wednesday, 13th April, 2022** (the **“Relevant Date”**), being the date 30 (thirty) days prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date.”



“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Convertible Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. One Convertible Warrant, entitle the holder a right to subscribe to 1 (One) Equity Share of face value of Rs. 10/- each of the Company at a premium of Rs. 122/- (Rupees One Hundred and Twenty Two only) per Equity Share.
- ii. The Convertible Warrants shall be issued and allotted by the Company in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any Regulatory Authority or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals or within such further period(s) as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- iii. An amount, in cash atleast up to 25% of the Issue Price shall be payable at the time of subscription or allotment of Convertible Warrants by the Proposed Convertible Warrant Allottee from their bank account and the balance 75% of the Issue Price shall be payable by the Proposed Convertible Warrant Allottee on the exercise of the Convertible Warrants and in case the Proposed Convertible Warrant Allottee does not exercise the option of conversion of the Convertible Warrants into Equity Shares within a period of 18 (Eighteen) months from the date of allotment of such Convertible Warrants, the unexercised Convertible Warrants shall lapse and the amount of 25% of the Issue Price already paid by the Warrant holder on such Convertible Warrants shall stand forfeited by the Company. In case option of conversion is exercised, the amount already paid against Convertible Warrants shall be adjusted/ set-off against the Issue Price for the resultant Equity Shares.
- iv. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. The Proposed Convertible Warrant Allottee shall be entitled to all future corporate actions including but not limited to issue of bonus/ rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holder.
- vi. Samena shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Convertible Warrants in one or more tranches on or prior to 15th January, 2023 unless such date has been extended by mutual agreement between the Company and Samena upto a period not exceeding 18 (Eighteen) months from the date of allotment of the Convertible Warrants, provided however that in the event any or all of the Compulsory Convertible Preference Shares issued to the Promoter entities are not converted into Equity Shares as per their terms, the Convertible Warrants shall be exercisable into Equity Shares at the sole option and discretion of the Warrant holder at any time on or prior to the expiry of 18 (Eighteen) months from the date of allotment of the Convertible Warrants, by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised alongwith the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holder and perform such actions as required to credit the Equity Shares to the demat account of the allottee and entering the name of allottee in the records of the Depository as the registered beneficial owner of such Equity Shares.



- vii. The Convertible Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957 and Takeover Regulations.
- viii. The issue of the Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- ix. The Convertible Warrants by themselves, until the Proposed Convertible Warrant Allottee exercises the option to subscribe to Equity Shares of the Company do not give the Warrant holder thereof any voting rights akin to that of shareholders of the Company.
- x. The Equity Shares so allotted on exercise of the Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including voting rights, right to receive dividend and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.
- xi. The Equity Shares arising from the exercise of the Convertible Warrants will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- xii. The entire pre- preferential allotment equity shareholding of the Allottee shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- xiii. That the Convertible Warrants and/or the Equity Shares to be allotted upon exercise of the Convertible Warrants, shall be subject to lock-in for such period as specified under Chapter V of the ICDR Regulations relating to preferential issues”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the Proposed Convertible Warrant Allottee, through Private Placement Offer Letter (in PAS-4), immediately after passing of this resolution, if necessary”.

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of Convertible Warrants is being made in accordance with the ICDR Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of Convertible Warrants and/or Equity Shares upon exercise of the entitlement attached to the Convertible Warrants, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of Convertible Warrants to be allotted to Proposed Convertible Warrant Allottee, provide any clarifications related to issue and allotment of Convertible Warrants, listing of equity shares on Stock Exchanges as per terms and conditions of LODR Regulations and other applicable Guidelines, Rules and Regulations, issuing certificates/clarifications, and



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authorise preparation, execution and entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Warrants and Equity Shares and listing of Equity Shares thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** IWL Committee of the Board of Directors for Operations be and is hereby authorized to issue and allot the Convertible Warrants and/or Equity Shares upon exercise of the entitlement attached to the Convertible Warrants subsequent to the approval of the members of the Company and/or Regulatory Authorities in this regard, and to take all incidental and consequential actions on such issue and allotment, and thereafter”.

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	132	1,639,040,820	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	1,639,040,820	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	8	101,120	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	101,120	0.0062%



Handwritten signature and initials: J.K. Gupta

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	132	163,904,082	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	163,904,082	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	8	10,112	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	10,112	0.0062%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



5/11/22

Item No. 07. Approval for issuance of unlisted Convertible Warrants exercisable into Equity Shares to Lend Lease Company (India) Limited, Non Promoter, on a preferential issue basis for cash consideration

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”), the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (“**Stock Exchanges**”), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 IWL Committee of the Board of Directors for Operations), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority, sanction and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, and allot upto 53,03,030 (Fifty Three Lakh Three Thousand and Thirty) unlisted convertible warrants (“**Convertible Warrants**”) to **Lend Lease Company (India) Limited**, (CIN: U65910WB1987PLC041823) (“**Lend Lease**”/“**Proposed Convertible Warrant Allottee**”), who is not a Promoter and who does not belong to the Promoter Group of the Company (Category: Non Promoter), on a preferential issue basis, for cash consideration, for an issue price of Rs. 132/- (Rupees One Hundred and Thirty Two only) per Convertible Warrant (“**Issue Price**), each Convertible Warrant carrying a right to subscribe to 1 (One) Equity Share of face value of Rs. 10/- each of the Company at a premium of Rs. 122/- (Rupees One Hundred and Twenty Two only) per equity share for each Convertible Warrant, on a preferential basis, from time to time, in one or more tranches, anytime on or prior to 15th January, 2023 unless such date been extended by mutual agreement between the Company and Lend Lease upto a period not exceeding 18 (Eighteen) months from the date of allotment of the Convertible Warrants, for an amount aggregating to **Rs. 70,00,00,000/- (Rupees Seventy Crore only)** and on such other terms and conditions as set out below and in the Explanatory Statement annexed to the Notice convening this meeting and as the Board may in its absolute discretion think fit and decide, in accordance with the provisions of Companies Act, 2013, ICDR Regulations and Takeover Regulations or other applicable laws without requiring any further approval or consent from the Members.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Convertible Warrants exercisable into Equity Shares is **Wednesday, 13th April, 2022** (the “**Relevant Date**”), being the date 30 (thirty) days prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date.”



“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Convertible warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. Convertible Warrant entitle the holder a right to subscribe to 1 (One) Equity Share of face value of Rs. 10/- each of the Company at a premium of Rs. 122/- (Rupees One Hundred and Twenty Two only) per Equity Share.
- ii. The Convertible Warrants shall be issued and allotted by the Company in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any Regulatory Authority or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals or within such further period(s) as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- iii. An amount, in cash atleast up to 25% of the Issue Price shall be payable at the time of subscription or allotment of Convertible Warrants by the Proposed Convertible Warrant Allottee from their bank account and the balance 75% of the Issue Price shall be payable by the Proposed Convertible Warrant Allottee on the exercise of the Convertible Warrants and in case the Proposed Convertible Warrant Allottee does not exercise the option of conversion of the Convertible Warrants into Equity Shares within a period of 18 (Eighteen) months from the date of allotment of such Convertible Warrants, the unexercised Convertible Warrants shall lapse and the amount of 25% of the Issue Price already paid by the Warrant holder on such Convertible Warrants shall stand forfeited by the Company. In case option of conversion is exercised, the amount already paid against Convertible Warrants shall be adjusted/ set-off against the Issue Price for the resultant Equity Shares.
- iv. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. The Proposed Convertible Warrant Allottee shall be entitled to all future corporate actions including but not limited to issue of bonus/ rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holder.
- vi. Lend Lease shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Convertible Warrants in one or more tranches on or prior to 15th January, 2023 unless such date has been extended by mutual agreement between the Company and Lend Lease upto a period not exceeding 18 (Eighteen) months from the date of allotment of the Convertible Warrants, provided however that in the event any or all of the Compulsory Convertible Preference Shares issued to the Promoter entities are not converted into Equity Shares as per their terms, the Convertible Warrants shall be exercisable into Equity Shares at the sole option and discretion of the Warrant holder at any time on or prior to the expiry of 18 (Eighteen) months from the date of allotment of the Convertible Warrants, by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised alongwith the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holder and perform such actions as required to credit the Equity Shares to the demat account of the allottee and entering the name of allottee in the records of the Depository as the registered beneficial owner of such Equity



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Shares.

- vii. The Convertible Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957 and Takeover Regulations.
- viii. The issue of the Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- ix. The Convertible Warrants by themselves, until the Proposed Convertible Warrant Allottee exercises the option to subscribe to Equity Shares of the Company do not give the Warrant holder thereof any voting rights akin to that of shareholders of the Company.
- x. The Equity Shares so allotted on exercise of the Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including voting rights, right to receive dividend and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.
- xi. The Equity Shares arising from the exercise of the Convertible Warrants will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- xii. The entire pre- preferential allotment equity shareholding of the Allottee shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- xiii. That the Convertible Warrants and/or the Equity Shares to be allotted upon exercise of the Convertible Warrants, shall be subject to lock-in for such period as specified under Chapter V of the ICDR Regulations relating to preferential issues”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the Proposed Convertible Warrant Allottee, through Private Placement Offer Letter (in PAS-4), immediately after passing of this resolution, if necessary”.

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of Convertible Warrants is being made in accordance with the ICDR Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of Convertible Warrants and/or Equity Shares upon exercise of the entitlement attached to the Convertible Warrants, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of Convertible Warrants to be allotted to Proposed Convertible Warrant Allottee, provide any clarifications related to issue and allotment of Convertible Warrants, listing of equity shares on Stock Exchanges as per terms and conditions of LODR



Regulations and other applicable Guidelines, Rules and Regulations, issuing certificates/clarifications, and authorise preparation, execution and entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Warrants and Equity Shares and listing of Equity Shares thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** IWL Committee of the Board of Directors for Operations be and is hereby authorized to issue and allot the Convertible Warrants and/or Equity Shares upon exercise of the entitlement attached to the Convertible Warrants subsequent to the approval of the members of the Company and/or Regulatory Authorities in this regard, and to take all incidental and consequential actions on such issue and allotment, and thereafter”.

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	131	1,639,040,720	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	131	1,639,040,720	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	9	101,220	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	9	101,220	0.0062%



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(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	131	163,904,072	99.9938%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	131	163,904,072	99.9938%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	9	10,122	0.0062%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	9	10,122	0.0062%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



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Item No. 08. Approval of Material Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Listing Regulations”), applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the Company’s ‘Policy on Materiality of Related Party Transactions’, the approval of the Members of the Company be and is hereby accorded to the material related party transactions entered/ to be entered into by the Company with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and/ Regulation 2(1)(zb) of the Listing Regulations during the financial years 2021-22 and 2022-23, as detailed below, on such terms and conditions as may be decided by the Board from time to time based on the approval of the Audit Committee and as mutually agreed between the Company and related party, which have been/ would be entered into on an arm’s length basis and in the ordinary course of business of the Company:

S.No. Name of the Related	Name of the Related Party and Relationship	Description of the contract(s)/arrangement(s)/ transaction(s)	Estimated value of transaction for Financial Year# (Rs. in Crore)
1.	Inox Green Energy Services Limited (Earlier Known as Inox Wind Infrastructure Services Limited)(IGESL), a subsidiary company, and/ with any of IGESL’s wholly owned subsidiary (WOS) [step down subsidiary(ies) of the Company]	• purchase and sale of goods and/ or services;	300*
		• giving of inter corporate deposits along with interest accrued thereon, providing security and/ guarantee;	200
2.	Gujarat Flurochemicals Limited, a fellow subsidiary	• availing of security and/ guarantee	
3.	Inox Leasing and Finance Limited, Ultimate Holding Company and forming part of the ‘Promoter/ Promoter Group’ of the Company	• receipt of inter corporate deposits along with interest accrued thereon;	
4.	Inox Wind Energy Limited, Holding Company and forming part of the ‘Promoter/ Promoter Group’ of the Company	• receipt of inter corporate deposits along with interest accrued thereon;	
		• Variation in terms of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company so as to make them 0.0001% Compulsory Convertible Preference Shares	



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5.	Devansh Trademart LLP, an entity forming part of the 'Promoter/ Promoter Group' of the Company	<ul style="list-style-type: none"> Variation in terms of 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company so as to make them 0.0001% Compulsory Convertible Preference Shares 	
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**separately for IGESL and each of its wholly owned subsidiary.*

*** this is within the overall limit of Rs. 1,000 Crore which have already been approved by the Shareholders of Gujarat Fluorochemicals Limited*

figure in bracket denotes transaction entered during FY 2021-22 whereas other figures are for the FY 2022-23.

^ specific transaction

notwithstanding the fact that all such contracts/arrangements/transactions, whether individually and/or in the aggregate, may exceed Rupees 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of the Company.”

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	110	198,817,630	96.6357%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	110	198,817,630	96.6357%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	20	6,921,590	3.3643%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	20	6,921,590	3.3643%



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(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	110	19,881,763	96.6357%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	110	19,881,763	96.6357%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	20	692,159	3.3643%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	20	692,159	3.3643%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



Item No. 09. Approval for re-appointment of Shri Vineet Valentine Davis (DIN: 06709239) as a Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment (s) thereof, for the time being in force), Shri Vineet Valentine Davis (DIN: 06709239), be and is hereby re-appointed, as a Whole-time Director of the Company for a further period of 1 (one) year commencing from 19th May, 2022 on a remuneration of upto Rs. 70 Lakhs (the remuneration shall be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company), subject to the same not exceeding limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and on the terms and conditions decided by the Board.”

“RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

I. % OF VOTES AS PER PAID UP SHARE CAPITAL OF THE COMPANY

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	132	1,639,042,490	99.9939%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	1,639,042,490	99.9939%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	8	99,450	0.0061%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	99,450	0.0061%



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(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (Paid-up Share Capital)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

II. % OF VOTES TO THE TOTAL NUMBER OF VALID VOTES CAST

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	132	163,904,249	99.9939%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	132	163,904,249	99.9939%

(b) Voted against the Resolution:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	8	9,945	0.0061%
Electronic Voting at the AGM	Nil	Nil	Nil
Total	8	9,945	0.0061%

(c) Invalid Votes:

Mode of Voting	Number of Members Voted through Electronic Voting System	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at the AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



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The electronic data and all other relevant records relating to E-Voting are under my safe custody and will be handed over to Mr. Deepak Banga, Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

This is to be noted that all the above mentioned Nine Resolutions are passed with requisite majority.

Thanking you

Yours faithfully
For and on behalf of M/s. J. K. Gupta & Associates

J. K. Gupta

FCS Jitesh Gupta
Fellow Company Secretary
C.P. No.2448
M. No. 3978
UDIN: F003978C001323824



Date: 13.05.2022
Place: Noida

Acknowledgement receipt of the Report
For and on behalf of "INOX WIND LIMITED"

Deepak

Deepak Banga
Company Secretary
PAN: AELPB3220Q
Address: Inox Towers, Plot No. 17
Sector-16A, Noida- 201301

Date: - 13/05/2022
Place: - Noida