



Greening INDIA

CIN : L31901HP2009PLC031083

o/c

INOX Wind Limited

Corporate Office: INOXGFL Towers, Plot No.17, Sector-16A, Noida-201301, Uttar Pradesh, India. Tel: +91-120-6149600 | contact@inoxwind.com Fax: +91-120-6149610 | www.inoxwind.com

16<sup>th</sup> June, 2023

To,

The General Manager  
Department of Corporate Services  
BSE Limited  
P.J. Towers, Dalal Street  
Mumbai - 400001



Security code: 543297

**Sub: Application for approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) for the proposed Scheme of Arrangement between Inox Wind Energy Limited ("Transferor Company" or "Company") and Inox Wind Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme")**

Dear Sir/ Madam,

This has reference to our letter dated 12<sup>th</sup> June, 2023, informing you of the outcome of the meeting of the Board of Directors of Inox Wind Limited ("**Company**"), wherein the Board of Directors of the Company had, *inter alia*, approved the draft Scheme under Sections 230 to 232 and other applicable provisions of Companies Act, 2013.

Mentioned below are the documents submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme.

S No.	List of Documents/ details submitted	Remarks
1.	Certified true copy of the resolution passed by the Board of Directors of the Company approving the Scheme	Enclosed as Annexure-1
2.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the NCLT	Enclosed as Annexure-2
3.	Valuation Report from Registered Valuer	Enclosed as Annexure-3
4.	Confirmation from the listed entity signed by Company Secretary stating that: a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation. b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme.	Enclosed as Annexure-4
5.	Report from the Audit Committee recommending the draft Scheme	Enclosed as Annexure-4A
6.	Fairness Opinion by Independent SEBI Registered Merchant Banker	Enclosed as Annexure-5

An **INOXGFL** Group Company



Registered Office : Plot No.1, Khasra No.264 to 267, Industrial Area, Village-Basal, Distt. Una-174 303, (H.P.) INDIA. Tel: +91-1975-272001

7.	Shareholding Pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI LODR Regulations, 2015 (With PAN and without PAN)	Enclosed as Annexure-6
8.	Shareholding Pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as per Annexure II of BSE checklist	Enclosed as Annexure-7
9.	Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies as per Annexure III of BSE checklist	Enclosed as Annexure-8
10.	Audited financials of the Transferor Company and the Transferee Company for the last 3 financial years as per Annexure IV of BSE checklist. Along with last annual report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	Enclosed as Annexure-9
11.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc.	Enclosed as Annexure-10
12.	Detailed Compliance Report as per the format specified in Annexure III of SEBI Master Circular duly certified by the Company Secretary, Chief Financial Officer and the Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(h) of Part I of SEBI Master Circular	Enclosed as Annexure-11
13.	Report from the Committee of Independent Directors	Enclosed as Annexure-12
14.	Complaint Report as per Annexure II of SEBI Master Circular	Will be submitted within prescribed timelines
15.	If as per the Company approval from the Public shareholders through e-voting, as required under Para (A)(10)(a) of Part I of SEBI Master Circular, is not applicable then as required under Part I (A) (10)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	The Company shall obtain shareholder approval by passing special resolution through e-voting.
16.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor / Practicing CA / Practicing CS of the listed company as per Provisions of SEBI (ICDR) Regulations is to be provided.	Not applicable as no shares are proposed to be issued to select group of shareholders or shareholders of unlisted companies.
17.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	BSE Limited Enclosed as Annexure-1
18.	Brief details of the Transferor Company and Transferee Company	Enclosed as Annexure-13
19.	Brief details of the Board of Directors and Promoters of Transferor Company and Transferee Company	Enclosed as Annexure-14
20.	Net-worth certificate from Auditor / PCA/-PCS (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Enclosed as Annexure-15



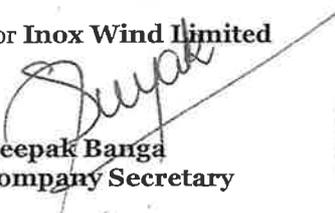
21.	Capital evolution details of the Transferor Company and Transferee Company	Enclosed as Annexure-16
22.	Confirmation by the Company Secretary as per prescribed format as Annexure XI of the BSE checklist.	Enclosed as Annexure-17
23.	Annual Reports of all the Transferor Company and Transferee Company for the last financial year.	Enclosed as Annexure-18
24.	Payment of processing fees of Rs. 4,00,000/-plus applicable taxes. to BSE and payment of processing fees of Rs. 5,00,000/- to SEBI	<p>Payment Details:</p> <p><b>Date of Payment:</b> <b>June 16, 2023</b></p> <p><b>UTR:</b> 20230617MJ00530000001</p> <p><b>Gross Amount:</b> Rs. 4,72,000 (4,00,000 + 18% GST)</p> <p><b>Amount of TDS:</b> Rs. 40,000 (10%)</p> <p><b>Net Amount Paid:</b> Rs. 4,32,000</p>
25.	In case of scheme of demerger, additional documents as per Annexure XIII of the BSE checklist	Not applicable as the Scheme does not contemplate any demerger.
26.	In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format in Annexure XIV of the BSE checklist confirming compliance with the requirements Para (A)(12)(A) of Part I of SEBI Master Circular.	Not applicable as the Scheme does not contemplate issuance or listing of NCRPS/ NCDs
27.	In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the Proviso to Para (A)(1)(b) of Part II of SEBI Mater Circular by CS/MD and statutory auditor of the company.	Not applicable as the Scheme does not contemplate listing of any unlisted company
28.	If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure IV of SEBI Master circular	Enclosed as Annexure-19
29.	<p>No objection certificate (NOC) from lending scheduled commercial banks/ financial institutions/ debenture trustees, from not less than 75% of the secured creditors in value.</p> <p>OR</p> <p>An undertaking from the listed entity signed by <del>Managing Director</del>/ Company Secretary/ Compliance Officer stating that:</p> <p>We hereby confirm that we have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A (2) (k) of Part I of SEBI Master Circular dated November 23, 2021 and we shall submit</p>	Enclosed as Annexure-20



	the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
30.	Name & Designation of the Company Secretary: Mr. Deepak Banga, Company Secretary & Compliance Officer Telephone Nos. (landline & mobile): landline: +91 120-6149828 & Mobile No +91- 9810604413 Email ID.: <a href="mailto:deepak.banga@inoxwind.com">deepak.banga@inoxwind.com</a>	

We request you to kindly peruse all the aforementioned documents and provide your observation/ no-objection letter at the earliest.

For **Inox Wind Limited**

  
**Deepak Banga**  
**Company Secretary**

Date: 16<sup>th</sup> June, 2023  
Place: Noida

