



## INOX WIND LIMITED

(CIN: L31901HP2009PLC031083)

**Registered Office:** Plot No. 1, Khasra Nos. 264 to 267, Industrial Area,  
Village Basal- 174303, District Una, Himachal Pradesh, India

**Telephone/Fax:** +91 1975-272001, **Website:** www.inoxwind.com, **Email:** investors.iwl@inoxwind.com

### NOTICE OF POSTAL BALLOT

Dear Member(s),

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable laws, rules and regulations, if any, (including any statutory modification thereto or re-enactment thereof for the time being in force) Inox Wind Limited (the 'Company') hereby seeks your approval by way of Special Resolution through Postal Ballot.

The detailed Explanatory Statement setting out the material facts concerning the Special Resolution and instructions for e-voting are annexed to the Notice of Postal Ballot (the 'Notice').

#### Special Business

##### Item No.1:

**To approve shifting of the Registered Office of the Company from the State of Himachal Pradesh to the State of Gujarat and amendment of Clause II of Memorandum of Association of the Company**

To consider and, if thought fit, to give assent or dissent to the following resolutions as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 12, 13, 110 and other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required, approval of the Members of the Company be and is hereby given for shifting of the Registered Office of the Company from the State of Himachal Pradesh to the State of Gujarat and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

'II. The Registered Office of the Company will be situated in the State of Gujarat.' ”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board) or any person(s) so authorized by the Board be and is/ are hereby authorized to do all such acts, deeds, matters and things, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to their end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this resolution.”

By Order of the Board  
For **Inox Wind Limited**

Date: 9<sup>th</sup> August, 2017

Place: Noida

**Deepak Banga**  
Company Secretary

#### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules made thereunder, setting out material facts in respect of the proposed Special Resolution set out at Item No. 1 of the Notice is annexed hereto.
2. In compliance of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot is being sent via Electronic Mode (e-mail) to the Members whose e-mail IDs are made available to us by the Depository Participants and Company's Registrar and Transfer Agent. For those Members who have not registered their e-mail IDs, the Notice of Postal Ballot along with Postal Ballot Form and postage prepaid self-addressed business reply envelope is being sent by Post (courier).
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from the Depository Participants viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of working hours on **Friday, the 25<sup>th</sup> August, 2017 (Record date)**. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

5. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, the Company is pleased to provide e-voting facility platform of Central Depository Services (India) Limited (CDSL) to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. In this regard, your demat account/ folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner for e-voting process can be downloaded from the link [www.evotingindia.com](http://www.evotingindia.com). E-voting is optional. The e-voting rights of the Members/ beneficial owners shall be reckoned on the equity shares held by them as on Friday, the 25<sup>th</sup> August, 2017:

- (i) The voting period begins on Tuesday, the 5<sup>th</sup> September, 2017 at 9:00 A.M. and ends on Wednesday, the 4<sup>th</sup> October, 2017 at 5:00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Record Date i.e. Friday, the 25<sup>th</sup> August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website, [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “Members” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing Password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat Members as well as physical Members). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company, please enter the Member id/ Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login Password in the new Password field. Kindly note that this Password can also be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) for Inox Wind Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xvii) If a Demat account holder has forgotten the changed Password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
  - In case any Member has any query or issues relating to voting by electronic means, he/ she may contact Shri Rakesh Dalvi, Dy. Manager, CDSL, 17<sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai - 400001 or E-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on toll free no. of CDSL at 1800-200-5533. The Member may also refer to the Frequently Asked Questions ('FAQs') and 'User Manual for Shareholders to cast their votes' which are available at [www.evotingindia.com](http://www.evotingindia.com) under Help Section for any clarification.
6. The voting period begins on **Tuesday, the 5<sup>th</sup> September, 2017 at 9:00 A.M. and ends on Wednesday, the 4<sup>th</sup> October, 2017 at 5:00 P.M.** During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the Record date i.e. Friday, the 25<sup>th</sup> August, 2017, may cast their vote electronically or physically. The voting rights of Members shall be in proportion of their shares to the Paid-up Equity Share Capital of the Company as on the Record date i.e. Friday, the 25<sup>th</sup> August, 2017.
7. A copy of this Postal Ballot Notice alongwith the Postal Ballot Form have been placed on the website of the Company, [www.inoxwind.com](http://www.inoxwind.com) and the website of Central Depository Services (India) Ltd., [www.evotingindia.com](http://www.evotingindia.com) and will remain on such websites until the last date of receipt of Postal Ballot from the Members.
8. In case the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through CDSL, such Members may send a request to the Company on "[investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)" or write a letter addressed to Shri Deepak Banga, Company Secretary at the Corporate Office of the Company situated at Inox Towers, Plot No.17, Sector 16A, Noida – 201301, Uttar Pradesh for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such requests, the Company will despatch the same in physical form to enable the Members to send back the Postal Ballot by Wednesday, the 4<sup>th</sup> October, 2017.
9. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, Envelope containing Postal Ballots, if sent by Courier or by Post or by Registered Post at the expense of the registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. In any event, the **Postal Ballot should reach the Company not later than the close of working hours on Wednesday, the 4<sup>th</sup> October, 2017. If the ballots are received thereafter they shall be deemed to have been not received.**
10. Members can opt for only one mode of voting i.e. either by e-voting or voting by physical mode. If a Member is opting for e-voting, then he/ she should not opt for physical Postal Ballot and vice versa. In case the Members cast their vote both by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical Ballot will be treated as invalid.
11. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
12. In case shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
13. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

14. The vote in this Postal Ballot cannot be exercised through proxy.
15. Shri B. S. Maur, Partner, M/s Dayal & Maur, Practicing Company Secretary, New Delhi (Certificate of Practice No.: 7041), has been appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
16. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot/ e-voting will be final. The Scrutinizer will submit his report to the Chairman or in his absence to any such Director authorized by the Board, after completion of the Scrutiny of the Postal Ballots (physical and e-voting process).
17. The result of the e-voting and Postal Ballot Forms shall be aggregated and declared by the Chairman or in his absence by any such Director authorized by the Board on **Thursday, the 5<sup>th</sup> October, 2017 at 5.00 P.M.** at the Corporate Office of the Company situated at Inox Towers, Plot No.17, Sector 16A, Noida – 201301, Uttar Pradesh and the resolutions will be taken as passed effectively on the last date of receipt of duly completed Postal Ballot Forms/ e-voting, i.e. on Wednesday, the 4<sup>th</sup> October, 2017 on announcement of the result, if the results of the Postal Ballots indicate that the requisite majority of the Members had assented to the Resolutions.
18. The result of the Postal Ballot alongwith Scrutinizer's Report will be displayed on the Notice Boards of the Company at its Registered Office and Corporate Office and the same will also be hosted on the websites of the Company, [www.inoxwind.com](http://www.inoxwind.com) and that of CDSL, [www.evotingindia.com](http://www.evotingindia.com) The result shall also be communicated to the Stock Exchanges, NSE & BSE where the Company's equity shares are listed.
19. A copy of Memorandum of Association of the Company with proposed alteration alongwith other relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the result of the Postal Ballot.

#### **THE EXPLANATORY STATEMENT UNDER SECTION 102(1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to Special Business under Item No. 1 of the accompanying Notice dated 9<sup>th</sup> August, 2017.

##### **Item No.1**

The Registered Office of the Company is situated at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal- 174303, District Una, Himachal Pradesh where it had established its first manufacturing facility of making components of Wind Turbine Generators. Subsequently, the Company established two other state-of-the-art manufacturing Plants for manufacture of Wind Turbine Generators and its components, one at Rohika Village in the State of Gujarat and other at Barwani Village in the State of Madhya Pradesh which is close to the Company's manufacturing Plant in the State of Gujarat, with a view to have effective co-ordination of activities amongst manufacturing Plants. Also, the Company's various subsidiaries have established their Registered Offices and Projects in the State of Gujarat.

In order to exercise better administrative, operational and economic control which will reduce overheads and enable the Company to rationalize and streamline its operations as well as for better management of affairs of its business, the Board of Directors of the Company at its meeting held on 9<sup>th</sup> August, 2017, approved the shifting of the Registered Office of the Company from Una in the State of Himachal Pradesh to Vadodara in the State of Gujarat. The shifting of the Registered Office as aforesaid is in the best interest of the Company, its Members and all other stakeholders concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

Pursuant to the provisions of Sections 12, 13 and 110 of the Companies Act, 2013 read with the Rules framed thereunder, the shifting of the registered office of a Company from one State to another and consequent alteration of the clause of Memorandum of Association pertaining to place of registered office of the Company requires approval of Members by Special Resolution through Postal Ballot and that of the Central Government.

Accordingly, approval of the Members is being sought by way of a Special Resolution through Postal Ballot for shifting of the Registered Office from the State of Himachal Pradesh to the State of Gujarat and consequential amendment to Memorandum of Association.

A copy of the Postal Ballot Notice is available on the website of the Company, [www.inoxwind.com](http://www.inoxwind.com) and that of Central Depository Services (India) Limited, [www.evotingindia.com](http://www.evotingindia.com), The National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and BSE Limited, [www.bseindia.com](http://www.bseindia.com).

The Board recommends passing of the aforesaid resolution set out at Item No. 1 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board  
For **Inox Wind Limited**

Date: 9<sup>th</sup> August, 2017  
Place: Noida

**Deepak Banga**  
Company Secretary

# INOX WIND LIMITED

(CIN: L31901HP2009PLC031083)

**Registered Office:** Plot No. 1, Khasra Nos. 264 to 267, Industrial Area,  
Village Basal- 174303, District Una, Himachal Pradesh, India

**Telephone/Fax:** +91 1975-272001, **Website:** www.inoxwind.com, **Email:** investors.iwl@inoxwind.com

## POSTAL BALLOT FORM

Sr. No.

1	Name of First holder (In block letters)	
2	Registered address of the sole/ first named member	
3	Joint holder name, if any	
4	Registered Folio No./ DP ID No.* & Client ID No.* (*In case of shares held in demat form)	
5	No. of Shares held	

6. I / We hereby exercise my / our vote in respect of the below mentioned Resolution to be passed through Postal Ballot for the business stated in the Notice of the **Postal Ballot dated 9<sup>th</sup> August, 2017** of the Company by sending my/ our assent (For) or dissent (Against) to the said Resolution by placing the tick (✓) mark in the appropriate box below:

S.No.	Description	No. of Equity Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	To approve shifting of the Registered Office of the Company from the State of Himachal Pradesh to the State of Gujarat and amendment of Clause II of Memorandum of Association <b>(Special Resolution)</b>			

Place:

Date:

\_\_\_\_\_  
Signature of the Member

**Note :** Please read carefully the instructions printed overleaf and in the Notice of Postal Ballot before exercising your vote.

## INSTRUCTIONS

1. Members desiring to exercise their votes by Physical Postal Ballot Form are requested to read these instructions carefully and those given in the Postal Ballot Notice and return the Form duly completed and signed in the attached self-addressed postage prepaid business reply envelope. However, envelope(s) containing Postal Ballot Form, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. The envelopes may also be deposited at the address mentioned thereon.
2. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in the both column will render the form invalid. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
3. The voting in this Postal Ballot cannot be exercised through proxy.
4. There will be one Postal Ballot Form/ e-voting for every Client ID/ Folio No., irrespective of the number of joint holders.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, the 25<sup>th</sup> August, 2017.
6. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member. A Member may sign the Postal Ballot Form through an Attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the **close of working hours on Wednesday, the 4<sup>th</sup> October, 2017**. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member(s) has not been received.
8. Members who do not receive the Postal Ballot Form and wish to obtain the same may download the Postal Ballot Form from the Company's website at [www.inoxwind.com](http://www.inoxwind.com) or may send an email to the Company at [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com).
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority letter together with specimen signature(s) of the duly authorized signatories.
10. A Member neither needs to use all his/ her votes nor needs to cast all his/ her votes in the same way.
11. Members are requested not to send any other paper alongwith the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
12. The Company is also offering e-voting facility as an alternate for all the Members of the Company to enable them to cast their vote(s) electronically, instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in Note 5 to the Postal Ballot Notice. Last date for e-voting is **Wednesday, the 4<sup>th</sup> October, 2017 upto 05.00 P.M.**
13. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and voting done through physical Postal Ballot Form shall be treated as invalid.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.