

INOX WIND INFRASTRUCTURE SERVICES LIMITED

(CIN: U45207GJ2012PLCo70279)

Registered Office: Survey No. 1837 & 1834, At Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara, Gujarat 390007

Telephone: 0265 6198111/2330057, Fax: 0265 2310312

Email id: investors.iwl@inoxwind.com

NOTICE

NOTICE is hereby given to the Members of **Inox Wind Infrastructure Services Limited** that the **Sixth Annual General Meeting** of the Company will be held at the Registered Office of the Company at Survey No. 1837 & 1834 at Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara, Gujarat 390007, on Wednesday, the 11th July, 2018, at 5:30 P.M., to transact the following business:

ORDINARY BUSINESS

1. **Adoption of Financial Statements**

To consider and adopt

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the report of the Auditors thereon

2. **Re-appointment of Shri Manoj Shambhu Dixit (DIN: 06709232) as Director of the Company**

To appoint a Director in place of Shri Manoj Shambhu Dixit (DIN: 06709232) who retires by rotation and being eligible offers himself for re-appointment.

3. **Appointment of M/s. Dewan P. N. Chopra & Co., Chartered Accountants, New Delhi (Firm Registration No. 000472N) as Independent Auditors of the Company and to fix their remuneration**

To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), variation(s) or re-enactment(s) thereof), M/s. Dewan P. N. Chopra & Co., Chartered Accountants (Firm Registration No. 000472N), be and is hereby appointed as Independent Auditors of the Company for a period of five years to hold office from the conclusion of this 6th Annual General Meeting (‘AGM’) till the conclusion of the 11th AGM of the Company and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration, based on the recommendation of Audit Committee, including reimbursement of actual out of pocket expenses.”

SPECIAL BUSINESS

4. **Approval for appointment of Ms. Pooja Paul as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, and pursuant to the recommendation of the Board of Directors and Nomination and Remuneration Committee, Ms. Pooja Paul (DIN: 06966548) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

5. Approval of remuneration of M/s Jain Sharma and Associates (Firm Registration no. 000270) for Cost Audit of the Company for Financial Year 2018-19

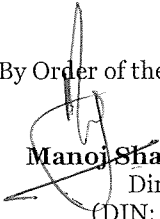
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 141, 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 99,000 (Rupees Ninety Nine Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s Jain Sharma and Associates, Cost Auditors (Firm Registration no. 000270) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31st March, 2019, be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

Place: Noida
Date: 15th June, 2018

By Order of the Board of Directors


Manoj Shambhu Dixit
Director
(DIN: 06709232)

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
3. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per item No 4 and 5 hereinabove is annexed hereto.
4. Appointment / Re-appointment of Directors:

The information required to be provided as per the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India in respect of Director/s being appointed / re-appointed is given herein below:

Name of Director	Shri Manoj Shambhu Dixit	Ms. Pooja Paul
Age and Date of Birth	25 th September, 1972, 45 Years	02 nd July, 1986, 32 Years
Date of first appointment on the Board	08 th October, 2013	02 nd February, 2018
Directors Identification Number	06709232	06966548
Qualification	Master's Degree in Mechanical Engineering.	Member of the Institute of Company Secretaries of India.
Experience / Expertise in Specific Functional Area	He has more than 22 years' experience in Power Management, Project Development, Power scheduling, land acquisition and approvals and government policy matters related to Power.	She has more than 6 years' of experience in handling Secretarial compliances.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Vinirmaa Energy Generation Private Limited 2. Satviki Energy Private Limited 3. Sarayu Wind Power (Tallimadugula) Private Limited 4. Sarayu Wind Power (Kondapuram) Private Limited 5. RBRK Investments Limited 6. Flurry Wind Energy Private Limited 7. Aliento Wind Energy Private Limited 8. Suswind Power Private Limited 9. Vibhav Energy Private Limited 	<ol style="list-style-type: none"> 1. Inox Renewables (Jaisalmer) Limited
Membership / Chairmanship of other Companies	None	None
The Number of Meeting of	6	Not Applicable

the Board Attended during the year		
Remuneration last drawn	Rs. 24.52 lakhs	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any directors/KMP	Not related to any directors/KMP
Shareholding in the Company	Nil	Nil

5. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to Shri Manoj Shambhu Dixit, Whole-time Director at least seven days in advance at its Corporate Office so as to enable the Company to keep the information ready.
6. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
7. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
8. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office's on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 01.00 P.M. upto the date of this Meeting.

ANNEXURE TO THE NOTICE

Though not mandatory, this statement is provided for reference.

ITEM NO. 3

The Members of the Company in their 3rd Annual General Meeting ('AGM') held on 14th September, 2015 had appointed M/s. Patankar & Associates, Chartered Accountants (Firm Registration No.107628W) as Independent Auditors of the Company to hold office from the conclusion of 3rd AGM until the conclusion of 8th AGM. M/s. Patankar & Associates, Chartered Accountants vide their letter dated 13th June, 2018, have expressed their inability to continue as the Independent Auditors of the Company, due to time constraints caused by their other commitments and engagements, with effect from the conclusion of the 6th AGM.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at their Meeting held on 15th June, 2018 recommended the appointment of M/s. Dewan P. N. Chopra & Co., Chartered Accountants (Firm Registration No. 000472N) as Independent Auditors of the Company for a period of five years to hold office from the conclusion of the 6th AGM till the conclusion of the 11th AGM of the Company.

Brief profile of M/s. Dewan P. N. Chopra & Co. (DPNC):

DPNC takes its genesis from Dewan P N Chopra & Co, advocates set up over 75 years ago. Shri Anil Kumar Chopra is the Managing Partner of the Firm. Under his proficient guidance, the Firm has grown to a full service, multi-disciplinary practice with an impressive team of highly skilled professionals across five offices in New Delhi.

DPNC has in-depth expertise in Assurance, Risk Consultancy, International Taxation, Indian Taxation, Corporate Finance, Corporate Structuring, Commercial Laws, Foreign Exchange Management Act (FEMA), SEBI Regulations etc. DPNC holds Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

M/s. Dewan P. N. Chopra & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as

Independent Auditors in terms of the provisions of the Section 139 and Section 141 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, whether directly or indirectly, concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3.

The Directors recommend the Resolution as stated at Item No. 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

THE STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No 4

The Board of Directors of the Company at their meeting held on 02nd February, 2018, appointed Ms. Pooja Paul (DIN: 06966548) as an Additional Director of the Company with effect from 02nd February, 2018, based on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161 of the Companies Act, 2013 ('the Act'), Ms. Pooja Paul holds office as an Additional Director upto the date of this Annual General Meeting and is eligible for appointment as a Director.

The matter regarding appointment of Ms. Pooja Paul as Director of the Company was placed before the Board at their meeting held on 15th June, 2018. The Board recommended her appointment as Director, based on the recommendation of the Nomination and Remuneration Committee which had recommended her appointment pursuant to the proviso to Section 160 of the Companies Act, 2013, as amended vide the Companies (Amendment) Act, 2017. In the opinion of the Board, she fulfils the conditions specified in the Act and Rules framed thereunder for her appointment.

Accordingly, in compliance of Section 161 of the Act and Rules framed thereunder, the appointment of Ms. Pooja Paul as Director of the Company is being placed before the Members for their approval.

Brief resume of Ms. Pooja Paul, nature of his experience in specific functional areas and names of companies in which she holds Directorships and Memberships / Chairmanships of Board Committees, Shareholding and relationships between directors, are provided at Note No. 4 of the Notice.

Ms. Pooja Paul is interested in the resolution set out at Item No 4 of the Notice with regard to his appointment. The relatives of Ms. Pooja Paul are not interested in the resolution set out at Item No 4 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the Resolution as stated at Item No 4 of the Notice for approval of the Members by way of a Ordinary Resolution.

Item No 5


In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2019.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Directors recommend the Resolution as stated at Item No.5 of the Notice for approval of the Members by way of an Ordinary Resolution.

By Order of the Board of Directors


Manoj Shambhu Dixit
(DIN: 06709232)
Director

Place: Noida
Date: 15th June, 2018

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 06th Annual General Meeting of the Company, to be held on Wednesday, 11th July, 2018, at 5:30 P.M. at Survey No. 1837 & 1834, At Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara, Gujarat-390007, India and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2)(Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To consider and adopt a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2018, the reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2018 and the report of the Auditors thereon			
2.	To appoint a Director in place of Shri Manoj Shambhu Dixit, who retires by rotation and, being eligible, seeks re-appointment (Ordinary Resolution)			
3.	To appoint Statutory Auditors and to fix their remuneration (Ordinary Resolution)			
Special Business				
4.	Appointment of Ms. Pooja Paul as Director of the Company (Ordinary Resolution)			
5.	Approval of remuneration to the Cost Auditors (Ordinary Resolution)			

Signed this _____ day of _____ 2017.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix a Revenue Stamp not less than Re. 1

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP

[To be handed over at the entrance of Meeting Hall]

INOX WIND INFRASTRUCTURE SERVICES LIMITED
(CIN: U45207GJ2012PLC070279)

Registered Office: Survey No. 1837 & 1834 at Moje Jetalpur, ABS Towers, Second Floor
Old Padra Road, Vadodara Gujarat 390007
Telephone: 0265 6198111/2330057, Fax: 0265 2310312
Email id: investors.iwl@inoxwind.com

ATTENDANCE SLIP

6th Annual General Meeting, Wednesday, 11th July, 2018 at 5:30 P.M.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company.

I hereby record my presence at the 06th Annual General Meeting of the Company on Wednesday, 11th July, 2018 at 5:30 P.M at Survey No. 1837 & 1834, At Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara, Gujarat- 390007

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route map



Survey No. 1837 & 1834 At Moje Jetalpur, ABS Towers, Second Floor,
Old Padra Road, Vadodara- 390007, Gujarat