



IWL: NOI: 2025

8<sup>th</sup> October, 2025

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

**Scrip code: 539083****Trading Symbol: INOXWIND****Sub: Submission of Notice of Postal Ballot**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated 4<sup>th</sup> September, 2025 together with the Explanatory Statement ("Notice") being dispatched to the Members of the Company today for seeking their approval on the Resolution(s) as set out in the Notice through electronic means ("e-voting") only.

The copy of the Notice is being uploaded on the website of the Company at [www.inoxwind.com](http://www.inoxwind.com) and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In conformity with the requirements, the Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on **Friday, 3<sup>rd</sup> October, 2025**, being the Cut-off date.

The Company has engaged the services of NSDL to provide e-Voting facility to its members.

**The remote e-Voting period commences on Thursday, 9<sup>th</sup> October, 2025 from 9:00 A.M. (IST) and ends on Friday, 7<sup>th</sup> November, 2025 at 5:00 P.M. (IST).** Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for e-Voting are provided in the Postal Ballot Notice.

The Result of the remote e-Voting shall be declared within 2 (two) working days from the conclusion of e-Voting i.e. on or before **Tuesday, 11<sup>th</sup> November, 2025**.

We request you to take the above on record.

Thanking You

Yours faithfully,  
For **Inox Wind Limited**

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

Encl: A/a



**INOX WIND LIMITED**

(CIN: L31901HP2009PLC031083)

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

**Telephone/ Fax:** +91 1975 - 272001

**Website:** [www.inoxwind.com](http://www.inoxwind.com); **Email:** [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)

---

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

To,

The Members,  
Inox Wind Limited

**Notice** is hereby given pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and subsequent circulars issued in this regard from time to time, the latest being General Circular No. 9/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, to the Members of **Inox Wind Limited (“Company”)** that the resolution(s) as set out below is/ are proposed for consideration of the Members of the Company for passing by means of Postal Ballot by voting through e-Voting process only (“**e-Voting**”) being provided to all its Members to cast their votes electronically.

The Statement pursuant to Sections 102(1), 110 and other applicable provisions of the Act read with the Rules framed thereunder and the Listing Regulations setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors have appointed Shri Jitesh Gupta (ICSI Membership No.: FCS 3978 and CP No.: 2448) failing him Ms. Priyanka Goel (ICSI Membership No.: ACS 34403 and CP No.: 15868) Partners of M/s. J.K. Gupta & Associates, Practicing Company Secretaries, Delhi as Scrutinizers for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing e-Voting facility to all its Members.

In accordance with the MCA Circulars, Members can vote only through the e-Voting process. Accordingly, the Company has provided e-Voting facility to all its Members to cast their votes electronically. The Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically.

The e-Voting facility will be available during the following period:

Commencement of e-Voting period	<b>Thursday, 9<sup>th</sup> October, 2025 from 9.00 A.M.</b>
Conclusion of e-Voting period	<b>Friday, 7<sup>th</sup> November, 2025 at 5.00 P.M.</b>
Cut-off date for eligibility to vote	<b>Friday, 3<sup>rd</sup> October, 2025</b>

The e-voting facility will be disabled by NSDL immediately after 5:00 P.M. on **Friday, 7<sup>th</sup> November, 2025** and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman and the result will be announced within 2 working days from the conclusion of the e-Voting period i.e. on or before **Tuesday, 11<sup>th</sup> November, 2025**. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-Voting, i.e. **Friday, 7<sup>th</sup> November, 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **Item No. 1**

#### **To consider and approve appointment of Ms. Madhurima Sayan Das as an Independent 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 Section 149, 150, 152, 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Rules framed thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for appointment of **Ms. Madhurima Sayan Das** (DIN: 06387873), who was appointed as an Additional Director of the Company, in the capacity of an Independent Director, by the Board of Directors of the Company, for an initial term of 1 (one) year w.e.f. 5<sup>th</sup> September, 2025 in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has

received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for an initial term of 1 (one) year, with effect from 5<sup>th</sup> September, 2025 and who shall not be liable to retire by rotation.”

“**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 do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary 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.”

**By order of the Board of Directors**

Place: Noida  
Date: 4<sup>th</sup> September, 2025

*Sd/-*  
**Deepak Banga**  
**Company Secretary**

## NOTES:

1. A Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read with the Rules framed thereunder and Secretarial Standard-2 and the Listing Regulations, setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is enclosed.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, 3<sup>rd</sup> October, 2025 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is/ are registered with the Company/ RTA/ Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at [www.inoxwind.com](http://www.inoxwind.com); websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and MCA Circulars in relation to e-voting facility provided by Listed Entities, Secretarial Standard-2 (“SS-2”) and any amendment(s) thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution(s) electronically. The Company has engaged the services of **National Securities Depository Limited (“NSDL”)** to provide e-voting facility to its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. **The remote e-voting period commences from 9:00 A.M. (IST) on Thursday, 9<sup>th</sup> October, 2025 and ends at 5:00 P.M. (IST) on Friday, 7<sup>th</sup> November, 2025.** The remote voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
8. Institutional/ Corporate Members shall be entitled to vote through their authorized representatives. Institutional/ Corporate Members are requested to send a proof of authorisation (Board Resolution/Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com) **not later than 5:00 P.M. on Friday, 7<sup>th</sup> November, 2025.** Also, a scanned copy of the proof of authorization should be uploaded in PDF format in the NSDL e-Voting system for the Scrutinizer to verify the same.
9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. **Friday, 7<sup>th</sup> November, 2025.**

The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email to the Company at [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com).

## INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a</li></ol>

	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="727 495 1214 716" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>      <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL <b>Easi/ Easiest</b> facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users who wish to login <b>Easi /Easiest</b> facility of CDSL are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; then to New System <b>My Easi</b> Tab and then use your existing <b>My Easi</b> username &amp; password.</li> <li>2. After successful login on the <b>Easi/ Easiest</b> tab, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, links are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. To register, click on login &amp; New System My Easi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting the page by providing demat account number and PAN No. from the e-Voting link available on CDSL home page i.e. <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail Id as recorded in the demat account of the user. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company's name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
---	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL, <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Details regarding User ID are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
--	---

- v. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' was communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of the Company i.e. **Inox Wind Limited**, for which you wish to cast your vote during the remote e-Voting period and during the General Meeting.

- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@jkgupta.com](mailto:cs@jkgupta.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 48867000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those Members whose Email Ids are not registered with the Depositories/ Company for obtaining login credentials for e-Voting**

- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com).
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii. Alternatively, Shareholders/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013  
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION)  
RULES, 2014, SECRETARIAL STANDARD-2 AND LISTING REGULATIONS**

---

**Item No. 1**

**Appointment of Ms. Madhurima Sayan Das as an Independent Director of the Company**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company on 4<sup>th</sup> September, 2025, had appointed Ms. Madhurima Sayan Das (DIN: 06387873) as an Additional Director (Category: Non-Executive Independent Director), for an initial term of 1 (one) year w.e.f. 5<sup>th</sup> September, 2025, not liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

**Brief Profile of Ms. Madhurima Sayan Das:**

Ms. Madhurima Sayan Das has over 30 years of experience in financial advisory services, with a focus on mergers and acquisitions across sectors including information technology, consumer, industrial, financial services, media, and others. Her experience covers fundraising, buy-side and sell-side advisory, business plan reviews, pricing analysis, and transaction support including investor/ target identification, negotiations, due diligence, and transaction closure in coordination with legal and tax advisors.

She was associated with PwC Mumbai for over 15 years as part of the Corporate Finance & Investment Banking team. In 2013, she founded Roebuck Consultancy Services Private Limited which provides M&A and related advisory services to corporates across diverse industries.

Ms. Madhurima holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Bangalore.

The Company has received from Ms. Madhurima Sayan Das (i) consent in writing to act as Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) intimation, in Form DIR-8, in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act to be appointed as a Director; and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Ms. Madhurima Sayan Das has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, she has also confirmed that she has not been debarred from holding the office of a Director by virtue of any Order passed by SEBI or any other such authority.

In the opinion of the Board, Ms. Madhurima Sayan Das is a person of integrity, possesses the relevant expertise/ experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management.

Pursuant to Regulation 17(1C) of the Listing Regulations, the listed company has to ensure that the approval of shareholders for appointment/ re-appointment of a person on the Board of the Company is taken at the next general meeting or within a period of three months from the date of appointment,

whichever is earlier. Accordingly, the approval of the Members of the Company is being sought for her appointment as an Independent Director of the Company.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act read with Rules framed thereunder and Secretarial Standards as on the date of the Notice are provided in the “**Annexure**” to this Notice.

Except Ms. Madhurima Sayani Das, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the Members by way of a Special Resolution.

**By order of the Board of Directors**

Place: Noida  
Date: 4<sup>th</sup> September, 2025

*Sd/-*  
**Deepak Banga**  
**Company Secretary**

**Annexure**

<b>Name of Director</b>	<b>Ms. Madhurima Sayan Das</b>
Brief Resume	As detailed in the Explanatory Statement above
Date of Birth and Age	17-01-1971; 54 years
Date of first appointment on the Board	Being appointed for the first time on the Board
Directors Identification Number	06387873
Qualification	Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management Bangalore.
Experience/ Nature of expertise in specific functional areas	As detailed in the Explanatory Statement
Directorship held in other Companies (along with the listed entities from which the person has resigned in the past three years)	<p><u>Listed:</u></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p><u>Unlisted:</u></p> <ul style="list-style-type: none"> <li>• Roebuck Consultancy Services Private Limited</li> <li>• Fox &amp; Mandal Consultancy Solutions Private Limited</li> </ul> <p>She has not resigned from any listed entity during the last 3 years.</p>
Membership/ Chairmanship of Committees of the Board held in other companies	NIL
Number of Meetings of the Board attended during the Financial Year ending 31 <sup>st</sup> March, 2025	N.A.
Terms & Conditions of appointment/ re-appointment along with details of remuneration sought to be paid	<p>Appointment as a Non-Executive Independent Director, not liable to retire by rotation.</p> <p>She is entitled to receive sitting fees for attending the Board and Committee meetings, as applicable, as may be approved by the Board of Directors, from time to time.</p>
Remuneration last drawn including sitting fees	N.A.
Inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company.
Shareholding in the Company, including shareholding as a beneficial owner	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the Explanatory Statement