



20th October, 2015

IWL: NOI: 33: 2015

BSE Limited Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Fax 022 22723121/2037/2039/2041/2061/ 3719	National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Fax 022- 26598237 / 38
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Dear Sir,

Sub: Proceeding of the Annual General Meeting of the Company held on 19th September, 2015

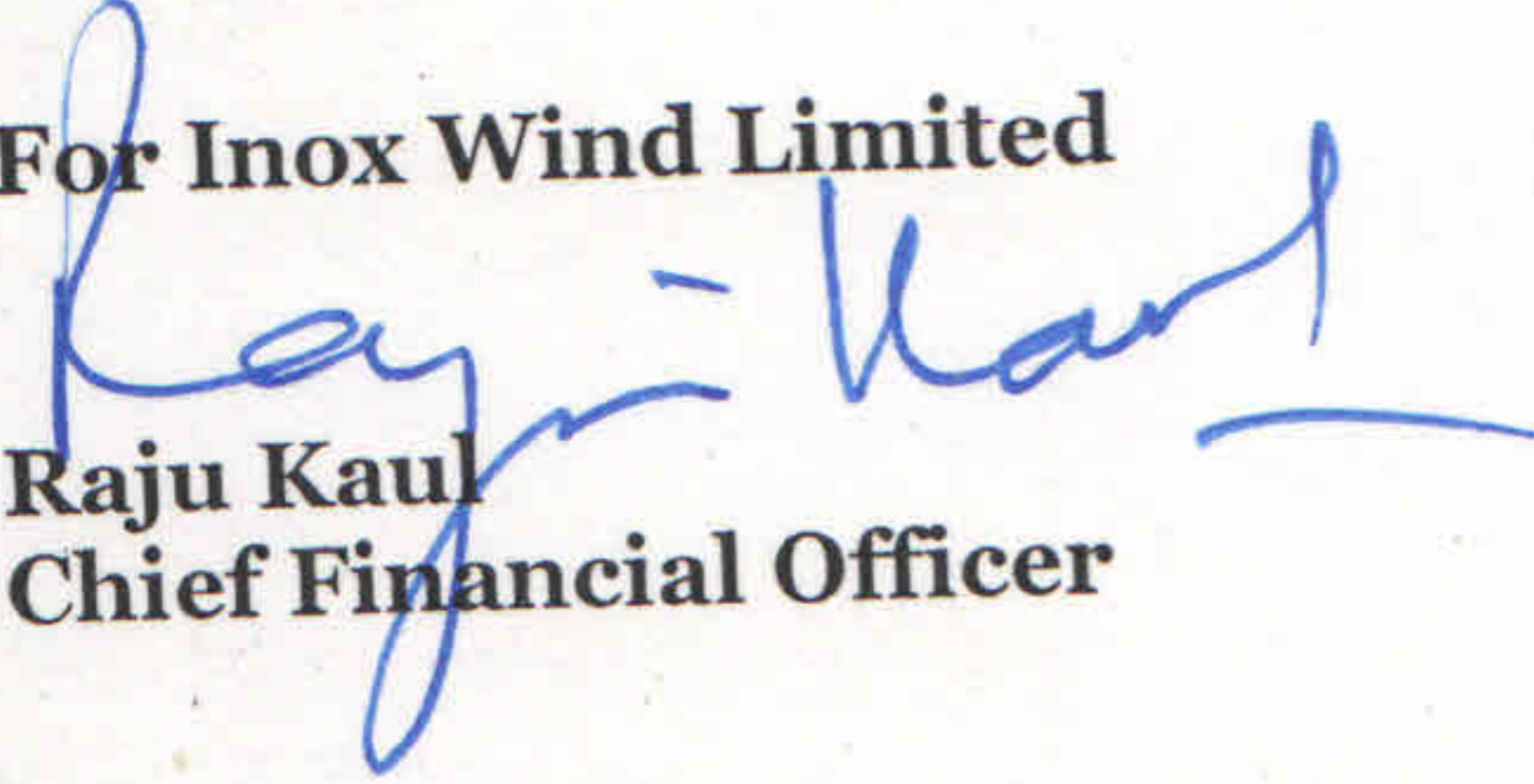
Pursuant to the provisions of Clause 31 of the Listing Agreement, enclosed please find herewith Proceeding of the Annual General Meeting of the Company held on 19th September, 2015.

Please take the same on record.

Thanking you,

Yours faithfully,

For Inox Wind Limited


Raju Kaul
Chief Financial Officer



Encl: as above

**MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF
THE MEMBERS OF INOX WIND LIMITED**

HELD ON SATURDAY, 19TH SEPTEMBER, 2015

**AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO 1, KHASRA NO 264 TO
267, INDUSTRIAL AREA, VILLAGE BASAL, DISTRICT UNA – 174 103,**

HIMACHAL PRADESH, INDIA.

TIME FOR COMMENCEMENT OF MEETING: 11.00 AM

TIME FOR CONCLUSION OF MEETING: 11.40 AM

Following were present:

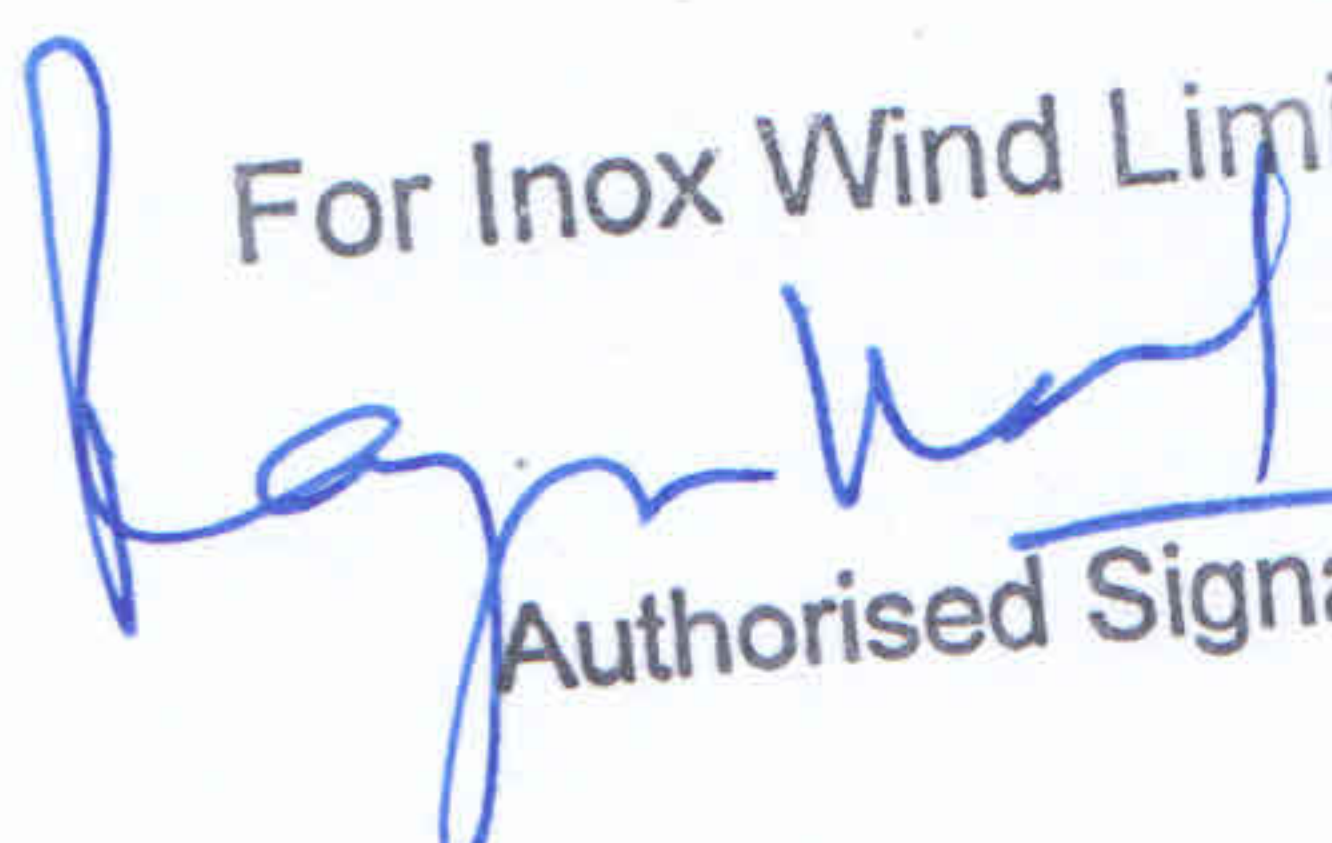
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|----|--------------------------|---|
| 1. | Shri Deepak Asher | : Non-Independent Director |
| 2. | Shri Rajeev Gupta | : Whole-time Director |
| 3. | Ms Bindu Saxena | : Independent Director |
| 4. | Shri Sanjay Agarwal | : Partner, M/s Patankar & Associates, Statutory Auditors of the Company |
| 5. | Shri Barinder Singh Maur | : Partner, M/s Dayal & Maur, Secretarial Auditors of the Company |
| 6. | Ms Ranju Goyal | : Company Secretary |
| 7. | Members Present | : Forty Seven Members (including proxies/representatives) |

Quorum, Proxies and Authority and Chairman of the Meeting

Ms Ranju Goyal, Company Secretary announced to the Members that the requisite quorum as required under Section 103 of the Companies Act, 2013, were present and the Meeting was called to order. She informed the Members that Proxies and Representations under Section 113 of the Companies Act, 2013 for 190,237,767 Equity Shares representing 85.72% of the voting power held by various Members were received and recorded in the proxy register, which was available for inspection by the Members present.

She further announced that pursuant to the provisions of Article 117 of the Articles of Association of the Company, the Directors present had elected Shri Deepak Asher, Non-Independent Director of the Company as the Chairman of the Meeting. She therefore requested Shri Deepak Asher to conduct the Meeting as the Chairman.

Thereafter, Shri Deepak Asher occupied the Chair. He extended a warm welcome to the Members, Representatives and Proxy holders present at the 6th Annual General Meeting.


For Inox Wind Limited
Authorised Signatory

Raju Kaul
Chief Financial Officer
F-600, Pocket – F,
Sarita Vihar, Delhi - 110076

He then introduced members on the dais i.e. Shri Rajeev Gupta, Whole-time Director of the Company, Ms Bindu Saxena, Director of the Company, Ms. Ranju Goyal Company Secretary and Shri Sanjay Agarwal, Partner of Patankar & Associates, Statutory Auditors of the Company. He, thereafter, informed the Members that Shri Barinder Singh Maur, Partner of Dayal & Maur, Secretarial Auditors of the Company, was also present at the Meeting.

He further explained to the Members the reasons for absence of following Directors at the Meeting as was conveyed by them to the Company:

Name of Director	Reason of absence
Shri Devansh Jain	Travelling abroad
Shri Siddharth Jain	Pre-occupation with other work
Shri Shanti Prashad Jain	Unavoidable personal pre-fixed engagement from 18 th September to 21 st September
Dr S Rama Iyer	Out of India for business meetings
Shri Chandra Prakash Jain	Jain Paryushan Festival

He then informed that Shri Shanti Prashad Jain, Chairman of the Audit Committee as well as Nomination and Remuneration Committee of the Company was unable to attend the Meeting for the reasons explained above. Further, he was authorized by Shri Shanti Prashad Jain to attend the Meeting in his capacity as a Member of the Audit Nomination Committee.

He then informed Members that he chaired the Stakeholder's Relationship Committee of the Company and was personally present.

Notice

The Chairman then proceeded to read the Notice of the Meeting. While he was reading the Notice, some Members suggested that the Notice of the Meeting be taken as read. The Chairman sought the permission of the Members present to take the Notice as read.

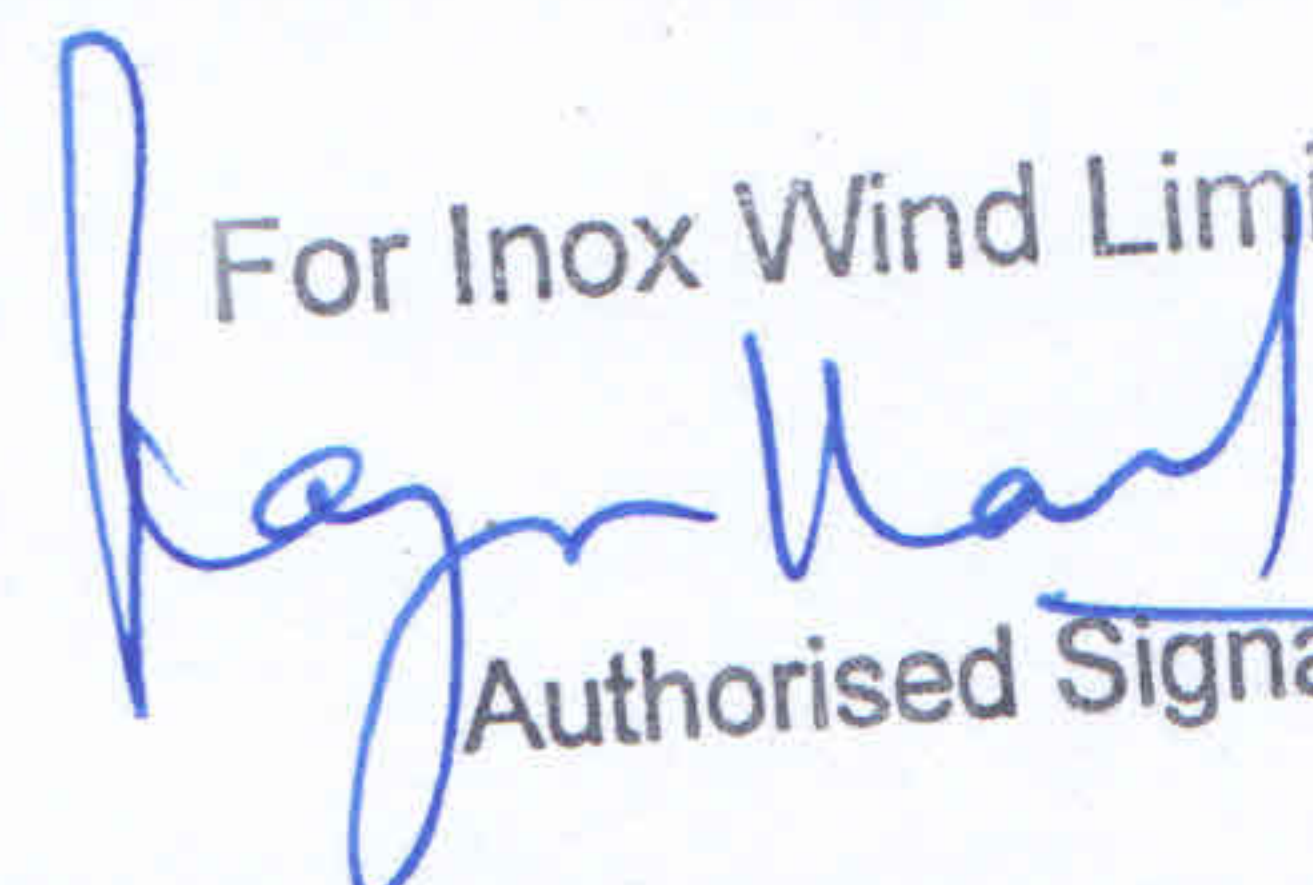
All the Members present at the Meeting unanimously agreed to take the Notice as read.

The Chairman declared that as the Members present desired that the Notice be treated as read, the Notice along with explanatory statement attached thereto was treated as read.

Financial Results:

The Chairman informed the Members that the Company had given full details about its working and plans in the Management Discussion and Analysis Report which forms part of the Board's Report and Annual Report for the Financial Year 2014-15, which was circulated to all the Members of the Company.

The Chairman further informed the Members that the Company's Statutory Auditors, M/s Patankar & Associates, Chartered Accountants (Firm Registration No 10762W) had not made any qualifications or observations or comments on the financial transactions or matters in their Independent Auditor's Report for the Financial Year 2014-15, which have any adverse effect on the functioning of the Company. Hence, Independent Auditor's Report was not required to be read at the Meeting pursuant to the provisions of Section 145 of the Companies Act, 2013. He also informed that Independent Auditor's Report for the Financial Year 2014-15, was available for inspection by the Members present.

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He then informed the Members that the Company's Secretarial Auditors, M/s Dayal Maur had reported in their Secretarial Audit Report for the Financial Year 2014-15 that the Company had held its 5th AGM beyond the period prescribed under Section 96 of the Companies Act, 2013 for which the Company had filed a petition with the Company Law Board, Nodia Bench, Noida for condonation of delay. Except above, there was no other non-compliance reported by the Company's Secretarial Auditors.

The Chairman then invited the Members to express their views on the matters pertaining to the Company's Financial Statement and the subject matter of the Notice.

No Members present raised any queries pertaining to the Financial Statement and subject matter of the Notice of the Company.

The Chairman thereafter informed that some of the Members had submitted their votes through e-voting facility provided by the Company in pursuance of the provisions of Section 108 of the Companies Act, 2013 read with the Rules framed thereunder, through the e-voting platform of Central Depository Services (India) Limited (CDSL) in respect of all the Resolutions proposed at the Annual General Meeting (AGM) either as an Ordinary or Special Business (Item Nos. 1 to 9). The e-voting period in respect of all the resolution proposed at the AGM commenced on 16th September, 2015 at 09.00 am and closed on 18th September, 2015 at 05.00 pm. He then explained that in terms of the compliance requirements specified by the Ministry of Corporate Affairs, vide its circular dated 17th June 2014, the Members present were required to exercise their voting rights in proportion to their Shares in the Paid-Up Equity Capital and, therefore, it was required that a Poll be taken on all the Resolutions as set out in the Notice of Annual General Meeting. He then requested that the Poll be taken up for the voting on all the Resolutions of the Notice of Meeting and explained objectives and implications of the resolutions put to vote.

The Chairman also informed that M/s. Dayal & Maur, Practising Company Secretaries, Delhi were appointed as Scrutinizer for the purpose of scrutinizing e-voting process and Poll in a fair and transparent manner and ascertaining the votes cast by the Members and to submit their report. He also informed the Members that the results of e-voting and Poll will be uploaded on the websites of the Stock Exchanges i.e. (BSE & NSE), CDSL and on the website of the Company within 48 hours of the conclusion of this Meeting.

At the request of the Chairman, Mr. Barinder Singh Maur, Partner of Dayal & Maur, Delhi, the Scrutinizer, explained in detail the procedure for casting of the vote on the Poll by the Members present at the Meeting. He displayed the empty Ballot Box which was locked in the presence of the Members, and then proceeded to distribute the Polling Papers to the Members.

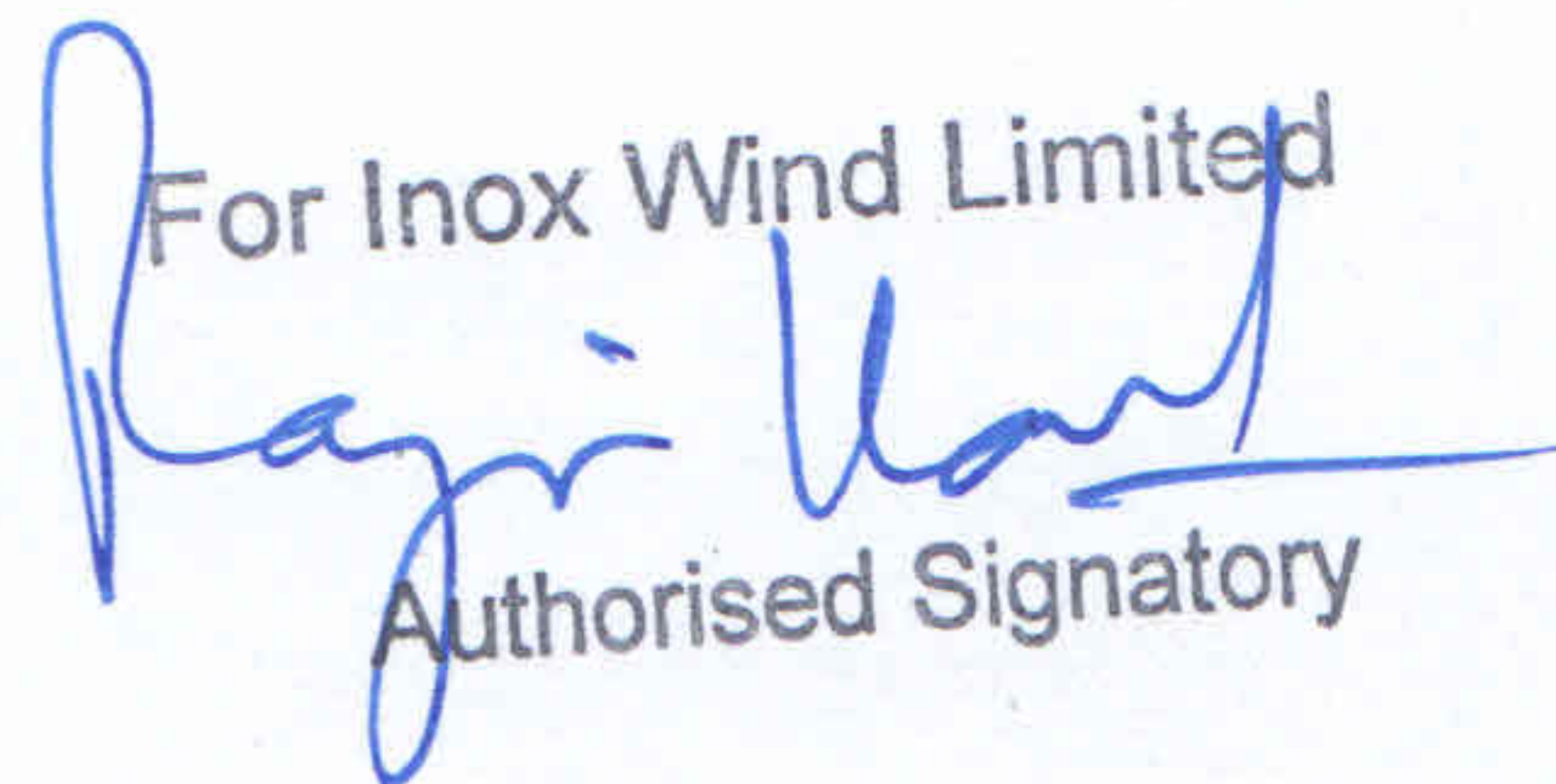
After completion of voting by the Members present, the Scrutinizer took custody of the Ballot Box and informed the Chairman that the Polling process was completed.

Conclusion:

The Chairman then announced to the Members that the results of the Poll together with results of Electronic Voting shall be displayed on the website of the Company, website of CDSL and Websites of Stock Exchanges within forty eight hours of the conclusion of this Meeting.

Thanking the Members for their participation, suggestions and comments, Ms Ranju Goyal announced formal closure of the 6th Annual General Meeting of the Company.

The Company Secretary proposed vote of thank to the Chair.

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Results of the E- voting and Poll at the AGM:

On the basis of the Scrutinizer's Report for the Electronic Voting and Poll at the Annual General Meeting, all the Resolutions in respect of the Ordinary and Special Business as set out at Item No.1 to 9 of the Notice of 6th Annual General Meeting of the Company have been duly passed by the Requisite Majority. The detailed result together with Reports of Scrutinizer on Electronic Voting and Poll at the 6th Annual General Meeting of the Company have been placed on the website of the Company and submitted to the Stock Exchanges and to the Central Depository Services (India) Limited for publishing the same on their respective websites.

The Resolutions in respect of the Ordinary and Special Business as set out at Item No.1 to 9 of the Notice of the Annual General Meeting, duly approved by the Members with Requisite Majority, are recorded hereunder as a part of the proceedings of 6th Annual General Meeting of the Company.

Item No. 1:

Ordinary Resolution for Adoption of Audited Standalone Financial Statements for the Financial Year ended on 31st March, 2015, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2015 and the report of the Auditors thereon.

"RESOLVED THAT

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon

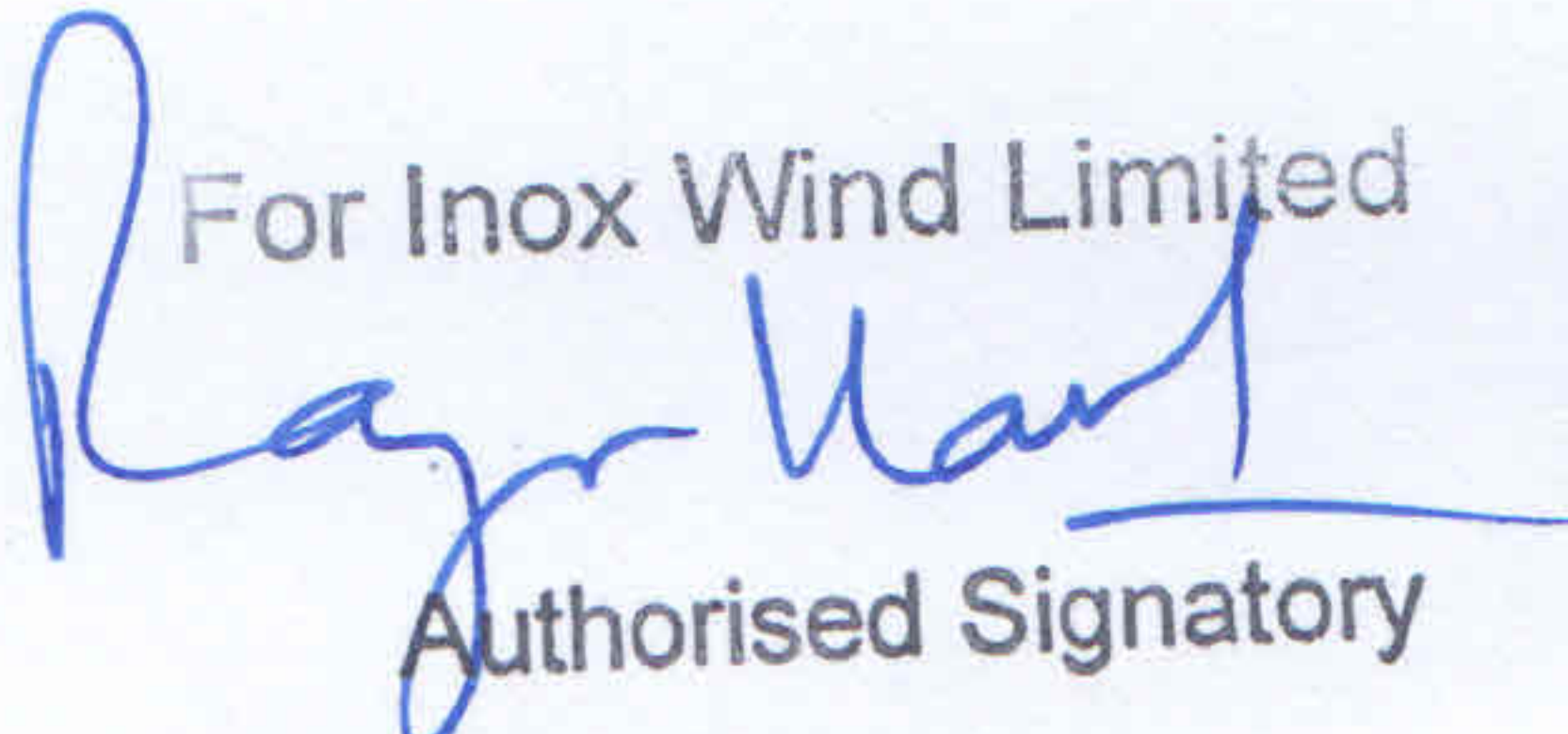
be and are hereby received and adopted."

i. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	38	10,021,616	4.93
Remote e-voting	93	193,430,084	95.07
Total	131	203,451,700	100.00

ii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	45	Negligible
Total	1	45	Negligible

For Inox Wind Limited

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iii. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	3	200
Remote e-voting	5	1,609,186
Total	8	1,609,386

Item No. 2:

Ordinary Resolution for approval of appointment of Shri Rajeev Gupta (DIN: 01773304) who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Shri Rajeev Gupta (DIN 01773304), who retires by rotation and has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Voting Results:

iv. **Voted in Favour** of the Resolution:

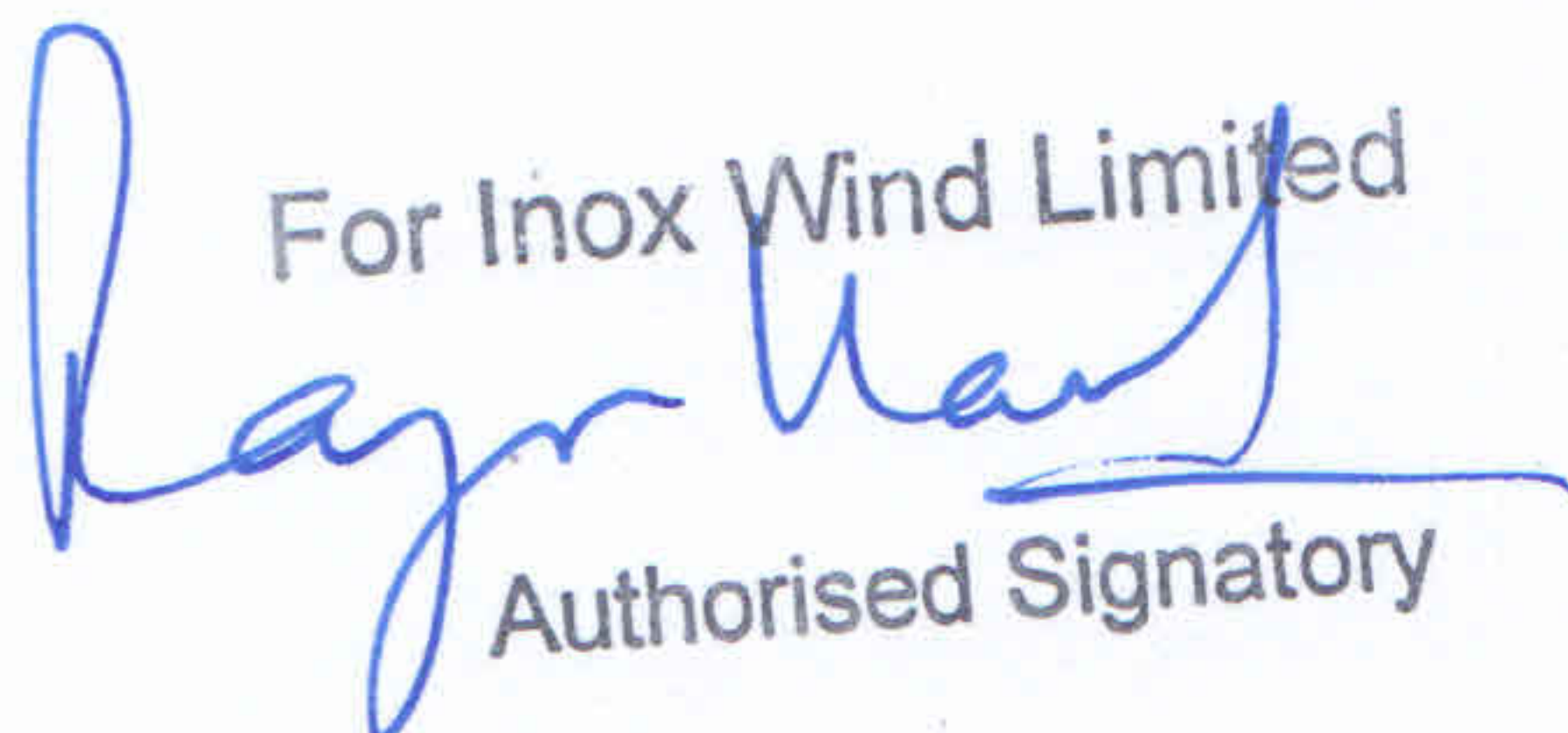
Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	37	10,020,986	4.88
Remote e-voting	96	195,039,200	95.12
Total	133	205,060,186	100.00

v. **Voted against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	2	90	Negligible
Total	2	90	Negligible

vi. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	4	830
Remote e-voting	1	25
Total	5	855

For Inox Wind Limited

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Item No. 3:**Ordinary Resolution for appointment of Statutory Auditors, to hold office from the conclusion of this Meeting until the conclusion of the Eleventh Annual General Meeting and to fix their remuneration.**

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Patankar & Associates, Chartered Accountants (Firm Reg. No. 107628W), the retiring Auditors, be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the Eleventh Annual General Meeting of the Company Meeting at a remuneration as may be fixed by the Board.”

vii. Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	38	10,021,616	4.88
Remote e-voting	97	195,039,225	95.12
Total	135	205,060,841	100.00

viii. Voted against the Resolution:

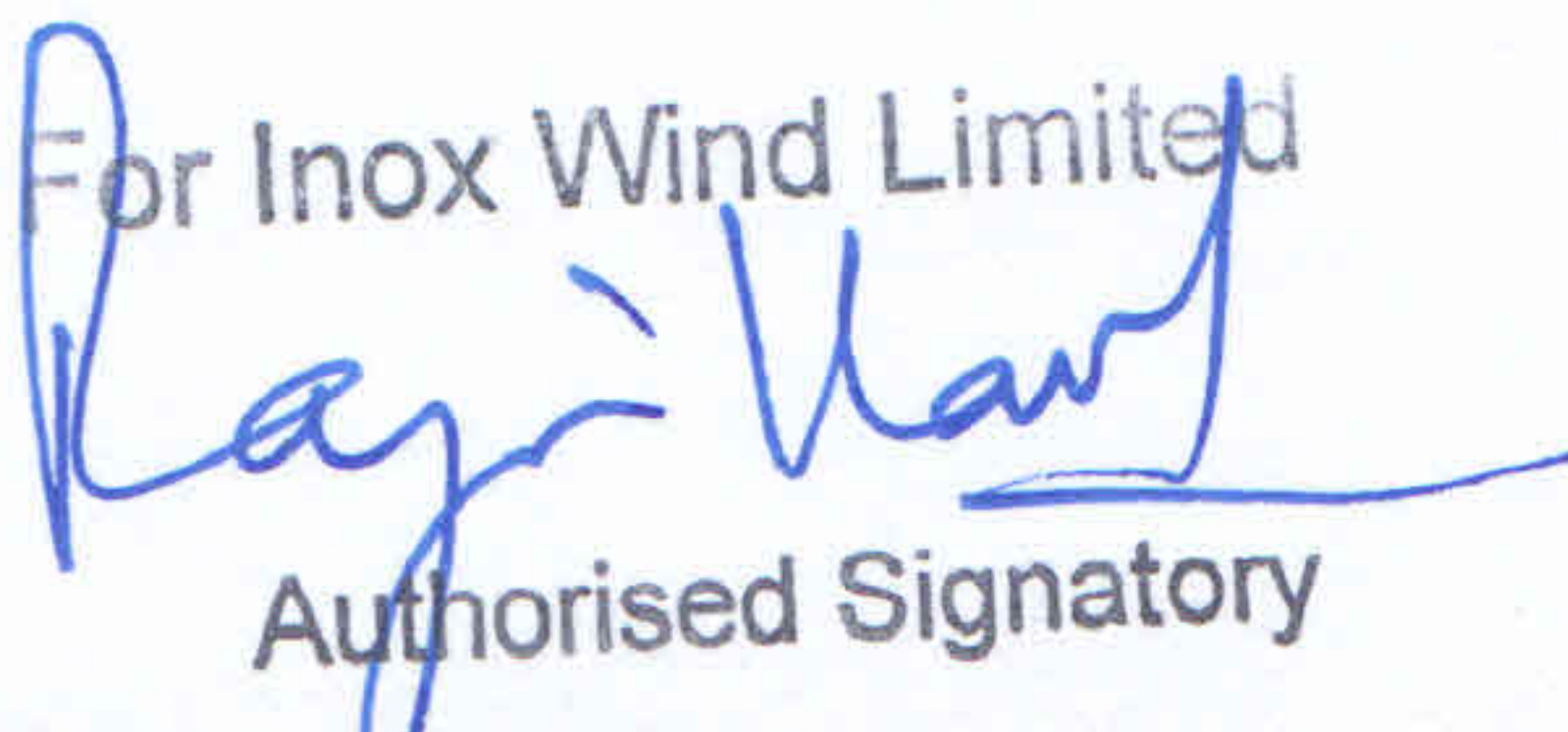
Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	2	90	Negligible
Total	2	90	Negligible

ix. Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	3	200
Remote e-voting	0	0
Total	3	200

Item No. 4:**Ordinary Resolution for approval of appointment of Shri Chandra Prakash Jain (DIN: 00011964), as an Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

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being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Chandra Prakash Jain (DIN: 00011964), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 153 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 20th October, 2019.”

Voting Results:

x. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	38	10,021,616	4.88
Remote e-voting	94	195,039,110	95.12
Total	132	205,060,726	100.00

xi. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	4	180	Negligible
Total	4	180	Negligible

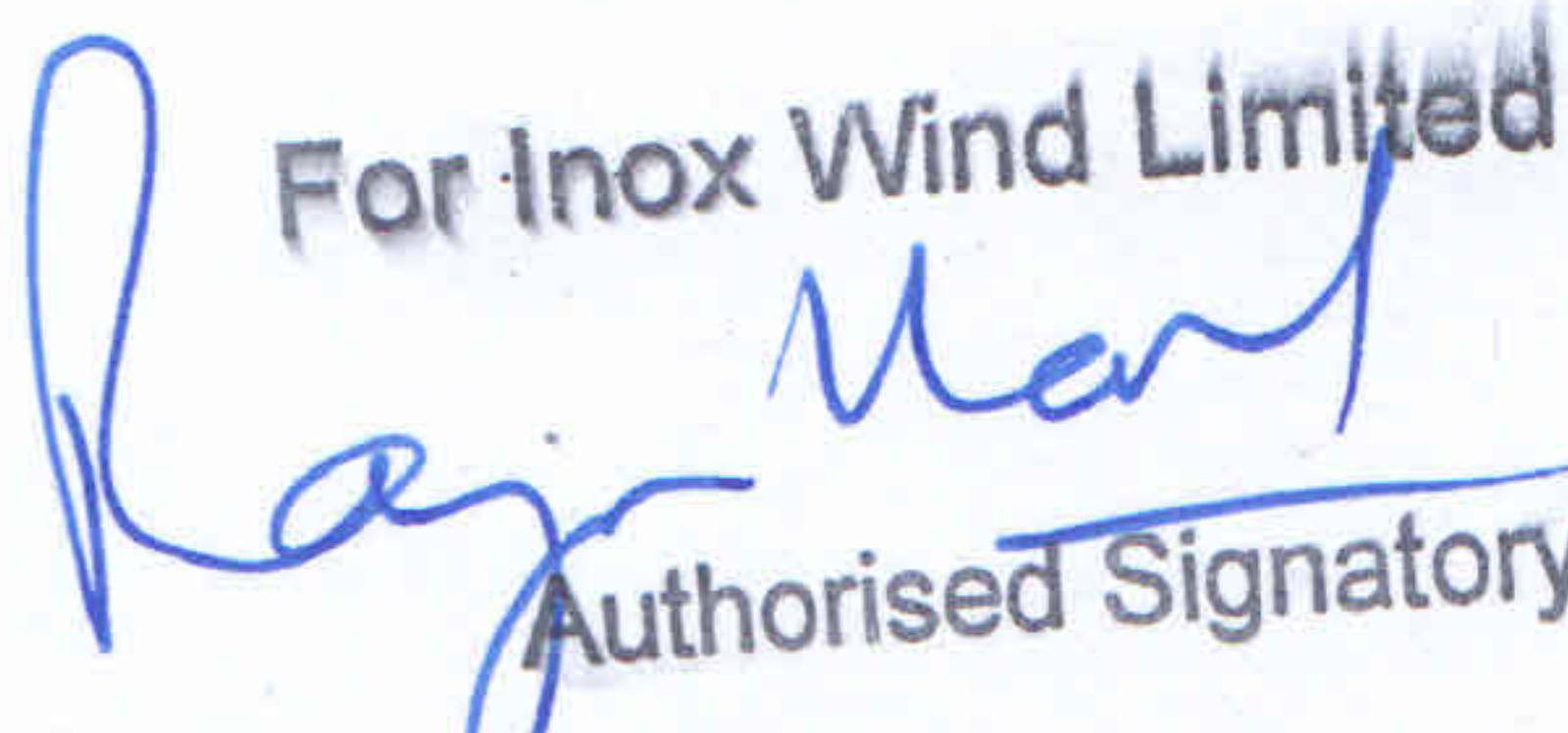
xii. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	3	200
Remote e-voting	1	25
Total	4	225

Item No. 5:

Ordinary Resolution for approval of appointment of Ms. Bindu Saxena (DIN: 00167802), as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Bindu Saxena (DIN: 00167802), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 153 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent

For Inox Wind Limited

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Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 20th October, 2019.”

Voting Results:

xiii. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	38	10,021,616	4.88
Remote e-voting	95	195,039,135	95.12
Total	133	205,060,751	100.00

xiv. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	4	180	Negligible
Total	4	180	Negligible

xv. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	3	200
Remote e-voting	0	0
Total	3	200

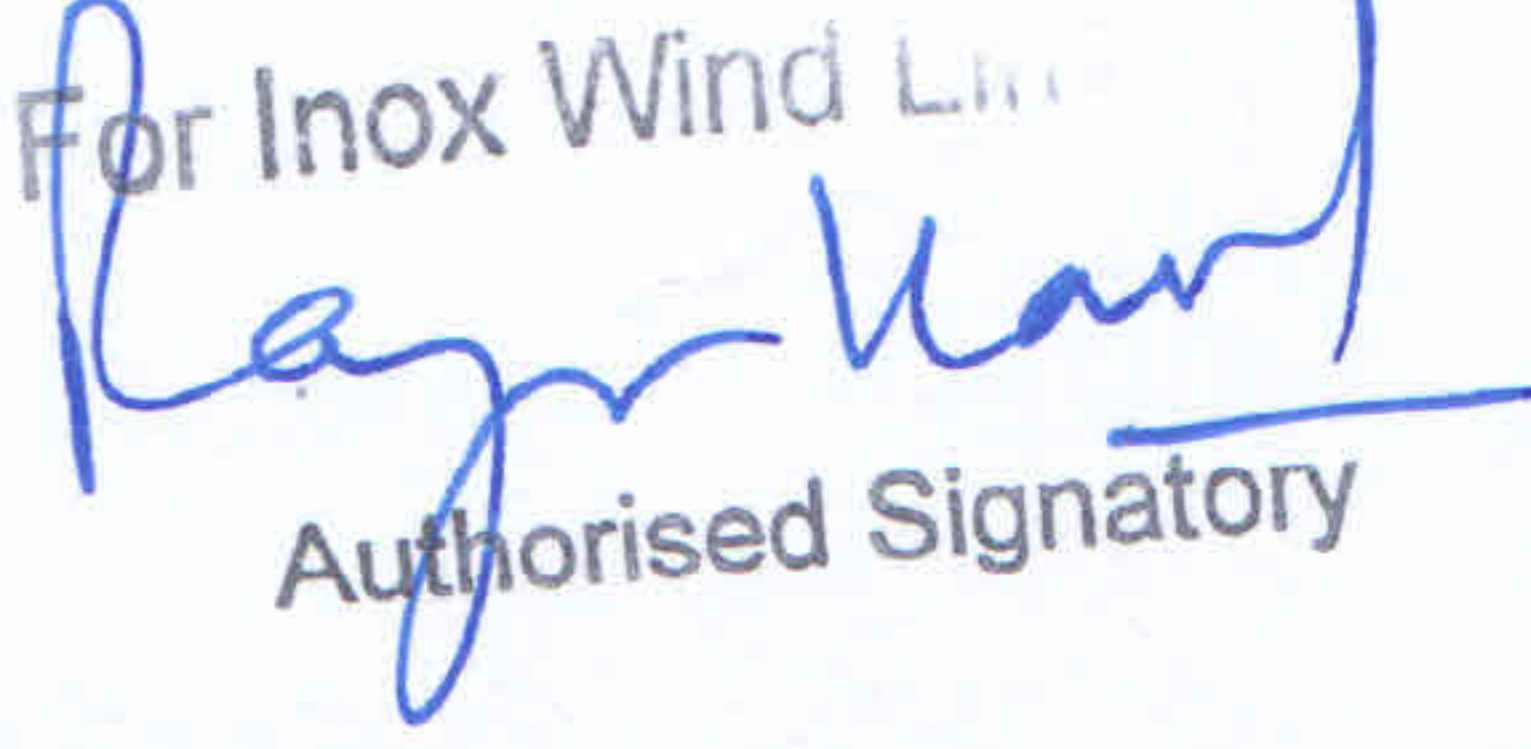
Item No. 6:

Ordinary Resolution for approval of re-appointment of Shri Rajeev Gupta as Whole-time Director of the Company.

“**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 including statutory modifications or re-enactment thereof, for the time being in force, Shri Rajeev Gupta (DIN: 01773304) be re-appointed, as Whole-time Director of the Company, liable to retire by rotation, for a further period of one year commencing from 01st April, 2015 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Rajeev Gupta, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto Rs 65 lakhs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company.

For Inox Wind Ltd.

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In addition to remuneration within the above range, Shri Rajeev Gupta would also be entitled to the Company car with driver, telephone facility, furnished Company owned or leased accommodation, and other perquisites including medical expenses reimbursement and leave travel concession as per the rules of the Company. Use of Car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961.

Leave encashment payable in addition to the aforesaid remuneration as per the rules of the Company.

Gratuity payable in addition to the above remuneration at the rate of half month's salary for each completed year of service.

The above remuneration may be revised in case of annual increment during the year.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally 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."

Voting Results:

xvi. Voted **in Favour** of the Resolution:

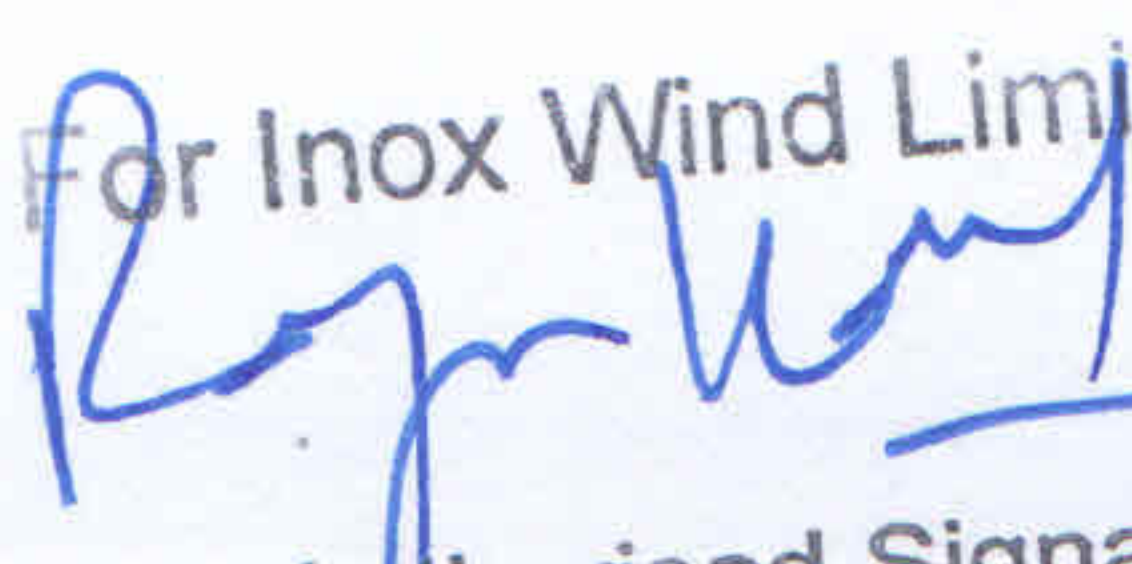
Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	37	10,020,986	4.88
Remote e- voting	96	195,039,200	95.12
Total	134	205,060,186	100.00

xvii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e- voting	2	90	Negligible
Total	2	90	Negligible

xviii. **Invalid** Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	1	830
Remote e-voting	4	25
Total	5	855

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Item No. 7:**Ordinary Resolution for ratification of payment of remuneration to the Cost Auditor of the Company for the financial year 2015-16.**

“RESOLVED THAT pursuant to the provisions of Section 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. 1,87,000 (Rupees One Lakh and Eighty Seven Thousands 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, 2016, be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally 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.”

Voting Results:

xix. Voted **in Favour** of the Resolution:

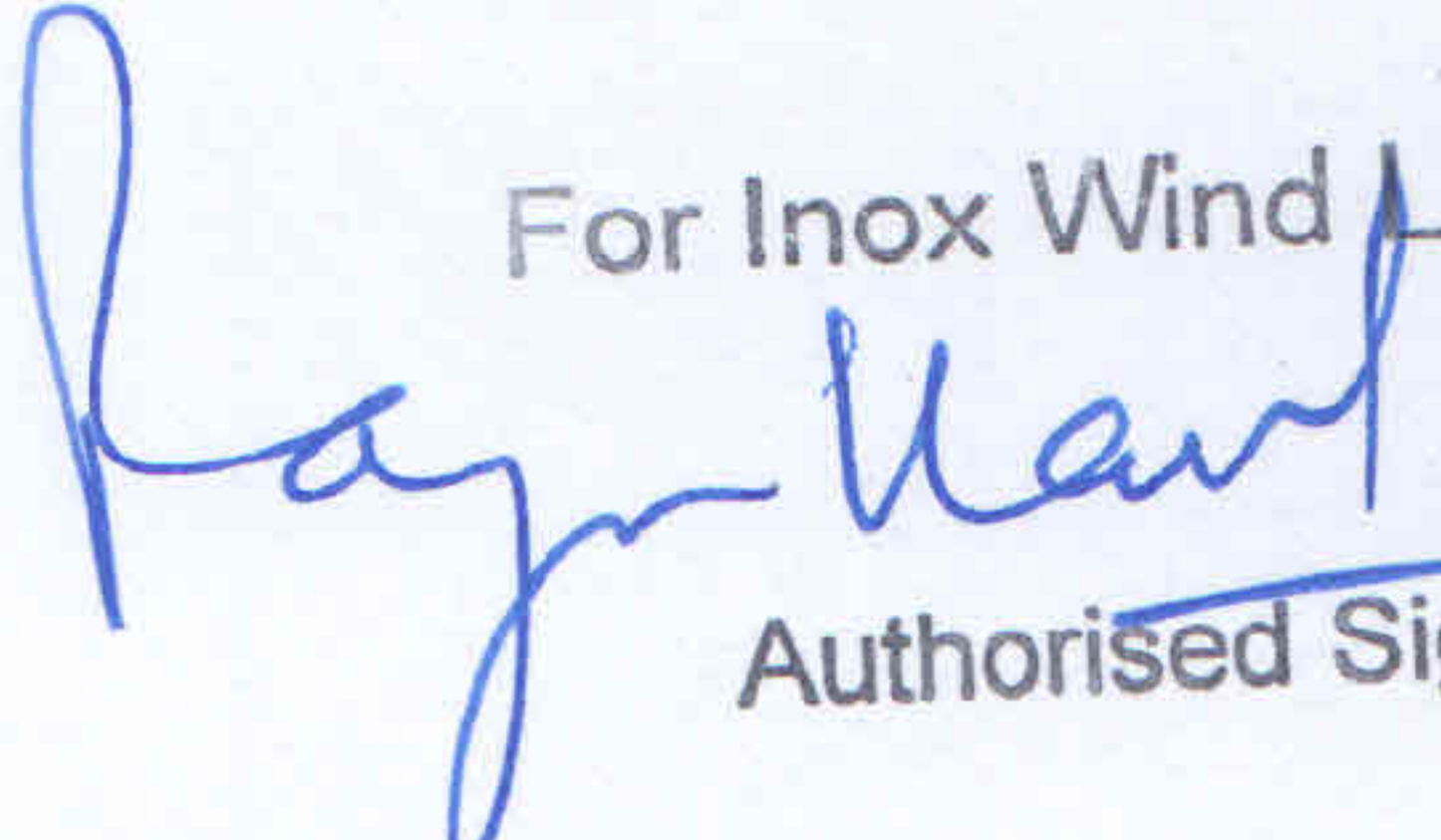
Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	38	10,021,616	4.88
Remote e- voting	96	195,039,180	95.12
Total	133	205,060,796	100.00

xx. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e- voting	3	135	Negligible
Total	3	135	Negligible

xxi. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	3	200
Remote e-voting	0	0
Total	3	200

For Inox Wind Limited

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 Sarita Vihar, Delhi - 110076

Item No. 8:**Special Resolution for approval of payment of remuneration to Dr S Rama Iyer, Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of sub-section (1) of the Section 197 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”), Dr S Rama Iyer (DIN: 00076549), Independent Director of the Company be paid remuneration by way of Commission for a period not exceeding 12 months commencing from 1st April, 2015 and ending on 31st March, 2016, of an amount of Rs. 12,00,000 (Rupees Twelve Lakhs only) per annum, out of the Net Profits of the Company computed in the manner referred to in Section 198 of the said Act.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally 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.”

Voting Results:**xxii. Voted in Favour of the Resolution:**

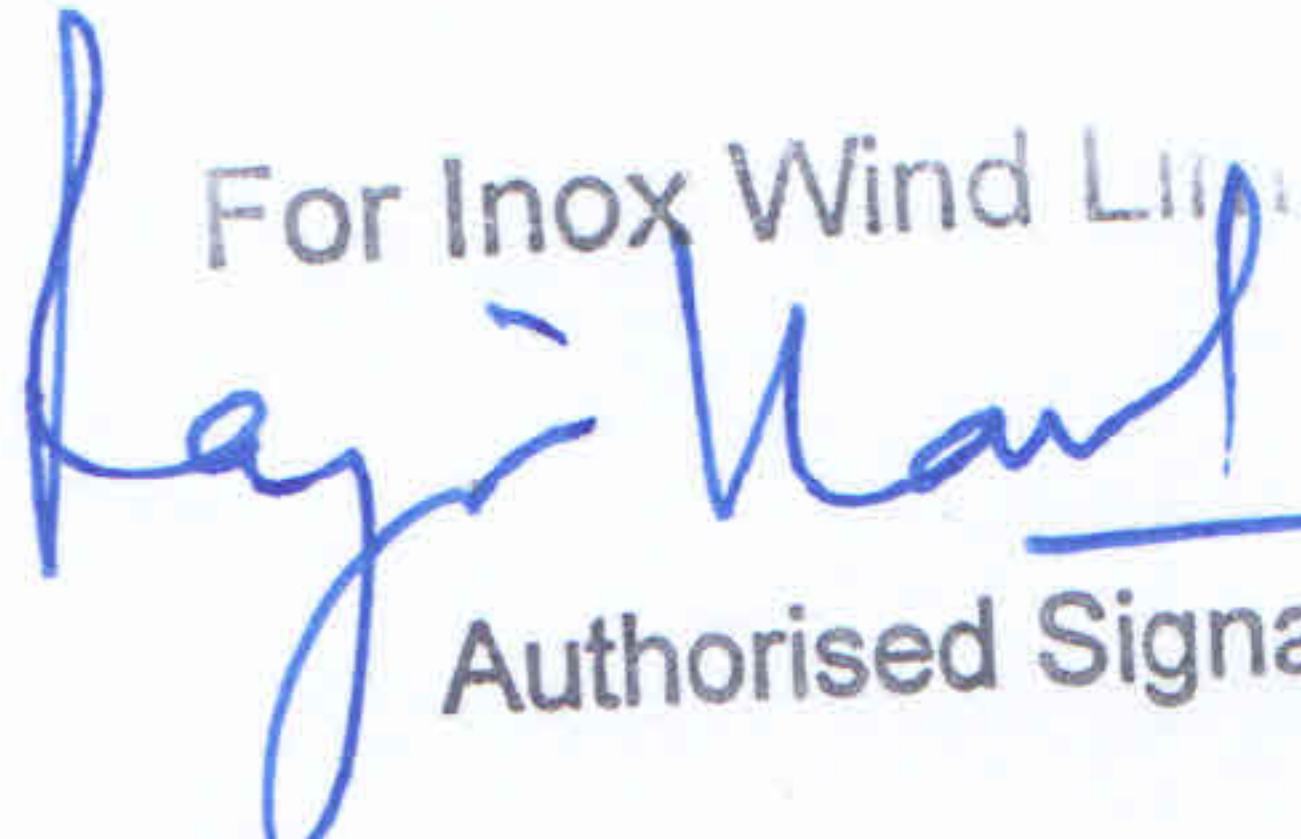
Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	38	10,021,616	4.88
Remote e-voting	95	195,039,155	95.12
Total	133	205,060,771	100.00

xxiii. Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	3	135	Negligible
Total	3	135	Negligible

xxiv. Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	3	200
Remote e-voting	1	25
Total	4	225

For Inox Wind Limited

 Authorised Signatory

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 Sarita Vihar, Delhi - 110076

Item No.9:**Special Resolution for Issue of Non – convertible Debentures.**

“RESOLVED THAT pursuant to the provisions of Section 42, Section 71, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter collectively referred to as “the Rules”) including any Statutory modification/ amendment thereto or re-enactment thereof for the time being in force, the relevant provision(s) of the Memorandum & Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make an offer(s) or invitation(s) for subscription of Non-convertible Debentures (NCD) including but not limited to Subordinated Debentures, bonds, and/or other debt securities, etc. on Private Placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding Rupees 1,50,00,00,000 (Rupees One Hundred and Fifty Crores Only), on such terms and conditions, including issue price thereof, and to such person(s) not exceeding two hundred or as permitted under the relevant Rules in this behalf through issue of Private Placement Letter of Offer as the Board deems fit.”

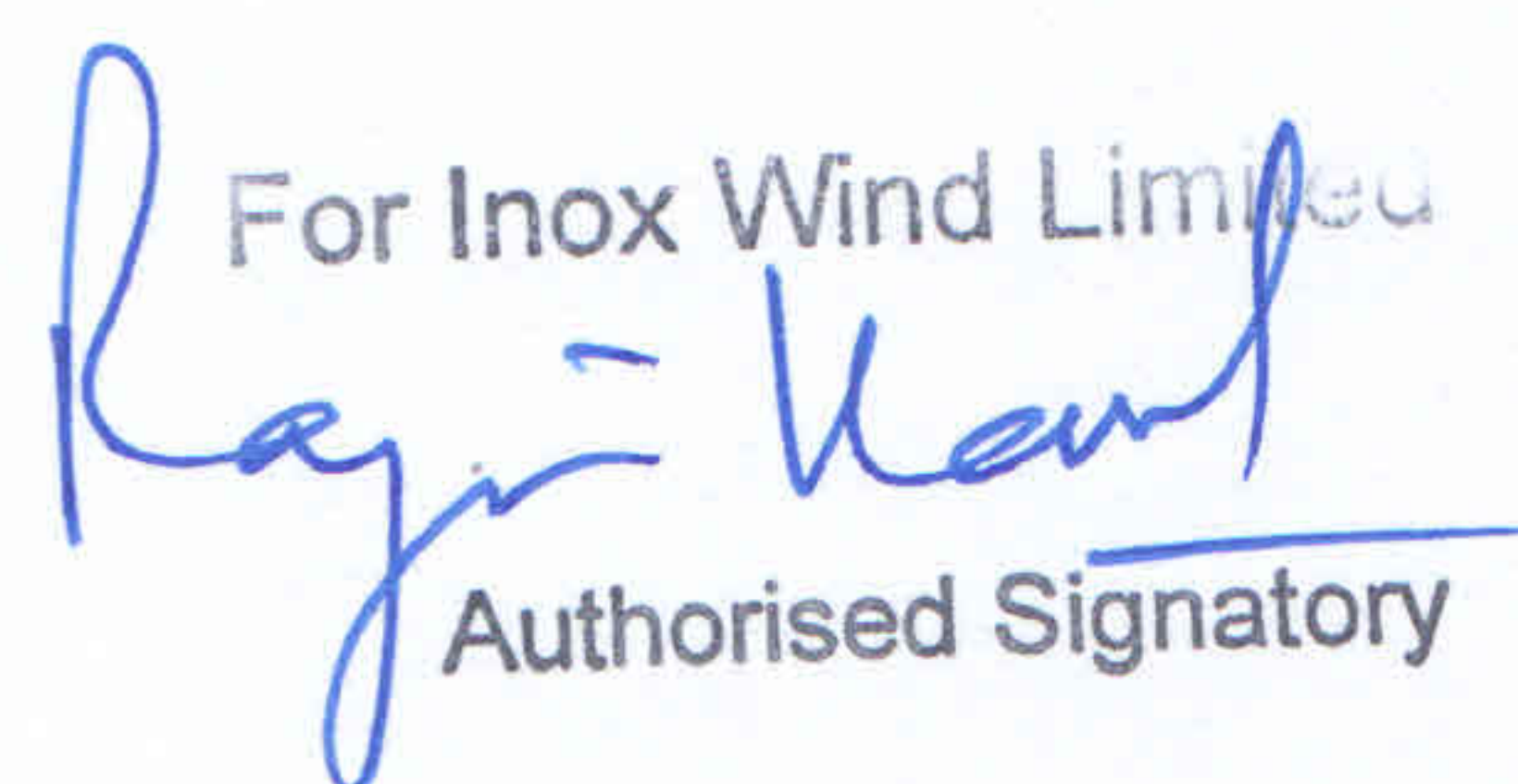
“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, to appoint intermediaries including but not limited to arrange for the NCD, Law Firm(s) / Legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL / CDSL, Trustee(s), Bankers and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems 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.”

“RESOLVED FURTHER THAT any one of the Directors or Shri Raju Kaul, Chief Finance Officer of the Company be and are hereby severally authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies.”

Voting Results:

xxv. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	38	10,021,616	4.88
Remote voting	97	195,039,225	95.12
Total	135	205,060,841	100.00

For Inox Wind Limited

Authorised Signatory

Raju Kaul
Chief Financial Officer
F-600, Pocket – F,
Sarita Vihar, Delhi - 110076

xxvi. Voted **against** the Resolution:

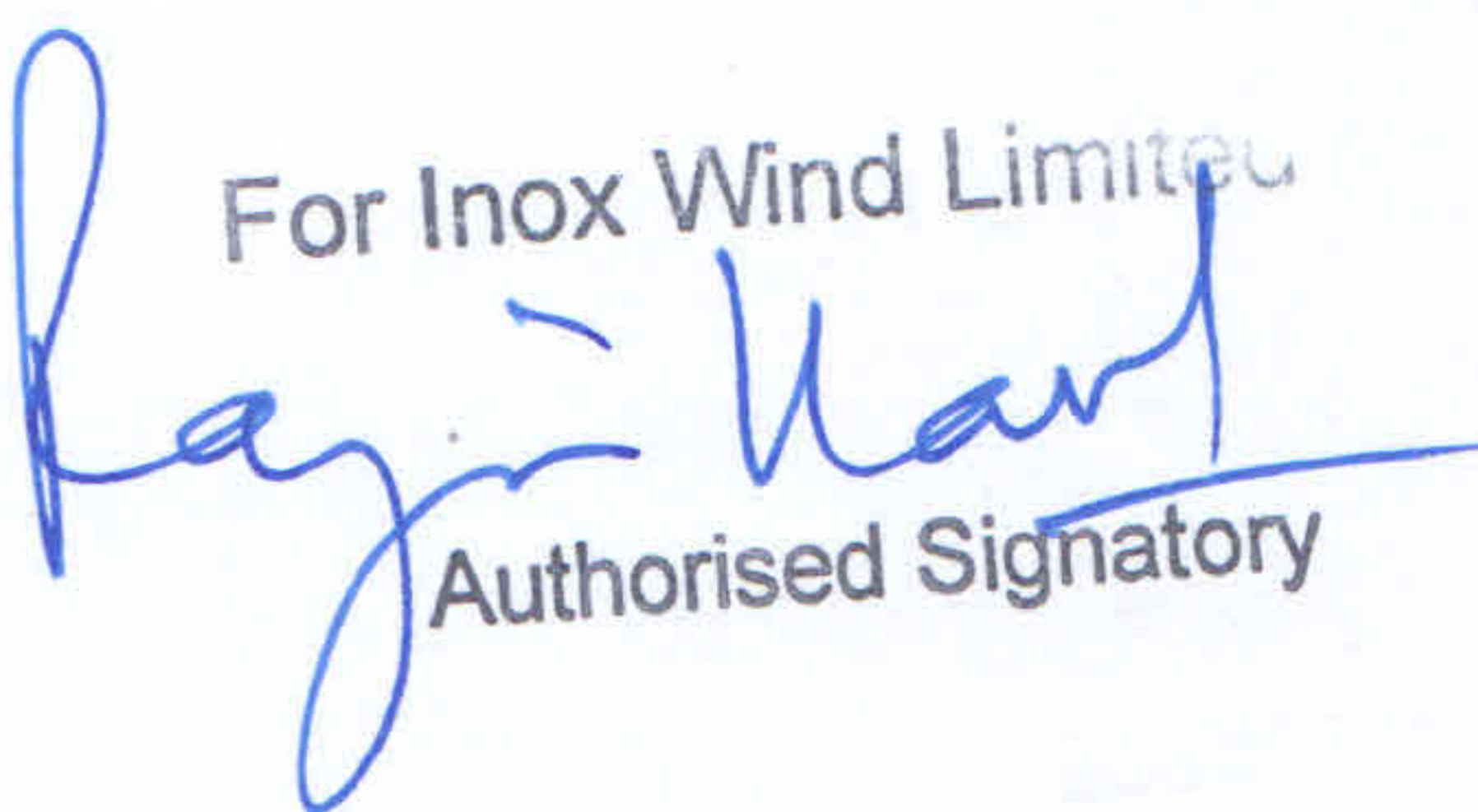
Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	2	90	Negligible
Total	2	90	Negligible

xxvii. **Invalid** Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	3	200
Remote e-voting	0	0
Total	3	200

Date: 26th September, 2015

Signature of the Chairman of the Meeting

For Inox Wind Limited

Authorised Signatory

Raju Kaul
Chief Financial Officer
F-600, Pocket – F,
Sarita Vihar, Delhi - 110076