

KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

PARTNERS

 **R.KANNAN**

 **AISHWARYA**

SRI SANKARA GURUKRIPA ILLAM

Regd OFF. : No. 6A, 10th Street,
New Colony, Adambakkam,
Chennai - 600 088

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SCRUTINIZER'S REPORT

**[Pursuant to Section(s) 108 of the Companies Act, 2013 read with Rule 20 (4) (xii)
of the Companies [Management & Administration] Rules, 2014]**

To:

Chairperson

INDOWIND ENERGY LIMITED

(CIN: L40108TN1995PLC032311)

Kothari Buildings, 4th Floor, Nungambakkam,

Chennai - 600034

Dear Sir,

Sub: Scrutinizer's Report on the resolutions passed through electronic means **250901004** conducted for the 30TH Annual General Meeting (AGM) of **INDOWIND ENERGY LIMITED** held on 26/09/2025 through video conferencing deemed venue i.e., Registered Office of the Company.

We, M/s. KRA & ASSOCIATES, Practicing Company Secretaries having office at No. 6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 were appointed as the Scrutinizer by the Board of Directors of the Company held at its meeting on 12th August, 2025 to scrutinize the e-voting process commenced between 09:00 am on 23rd September 2025 and ended at 5:00 PM on 25th September 2025 for the AGM held through Video Conferencing (VC) And venue voting during the AGM as per the framework issued by the Ministry of Corporate Affairs (MCA) vide their General Circular No.09/2024 dated 19th September, 2024 and other Circulars issued by MCA in relation to conduct of AGM via Video Conferencing, read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (SEBI) and other circulars issued by SEBI in relation to conduct of AGM via VC hereinafter collectively referred to as ("Circulars"), Regulation 44 of SEBI (Listing Obligation and disclosure Requirements), Regulations, 2015 Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions mentioned in the AGM Notice dated 12th august 2025.



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The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means on the Resolution(s) as set out in the Notice dated 12th august 2025

Responsibility as a Scrutinizer:

Our responsibility, as a Scrutinizer for the E-voting process for the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolutions set out in the notice of AGM, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company for facilitating remote e-voting and e-voting facilities at the Annual General Meeting. We further confirm the AGM was conducted as per the procedure without any deviations.

In this connection, we submit hereunder the Scrutinizer's Report on the results of voting, through remote e-voting and e-voting at the AGM:

Resolution: 1 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

Adoption the Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors and the Auditors thereon.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	240	61299602	99.99 %	6	3950	0.01	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	241	61299702	99.99 %	6	3950	0.01	0	0



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Resolution: 2 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

Appointment of director in the place of Mr. N.K. Haribabu (DIN:06422543) who retires by rotation and being eligible, offers himself for re-appointment

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	232	61281014	99.96	13	22348	0.04	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	233	61281114	99.96 %	13	22348	0.04 %	0	0

Resolution: 3 – SPECIAL BUSINESS – ORDINARY RESOLUTION:

Appointment of Secretarial Audit Firm M/s. KRA & Associates.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	238	61292502	99.98 %	8	11050	0.02	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	239	61292602	99.98 %	8	11050	0.02	0	0



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Resolution: 4– SPECIAL BUSINESS – SPECIAL RESOLUTION:

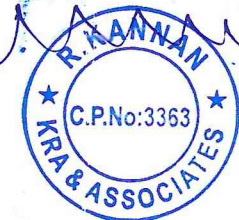
Appointment of Mr. Baskaran B R (DIN:11240447) as an Independent Director of the Company

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	236	61281716	99.96 %	10	21836	0.04	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	237	61281816	99.96 %	10	21836	0.04	0	0

Resolution: 5 – SPECIAL BUSINESS – SPECIAL RESOLUTION:

Appointment of Mr. Sridhar (DIN: 09648012) as an Independent Director of the Company

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	234	61245711	99.91 %	12	57841	0.09	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	235	61245811	99.91 %	12	57841	0.09	0	0

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Resolution: 6 – SPECIAL BUSINESS – ORDINARY RESOLUTION:

To consider and if thought fit, to pass with or without modification, the following resolution as ordinary resolution in connection with borrowings from Material Related Party (INDUS FINANCE LIMITED)

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	218	500401	91.19	12	48336	8.81	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	219	500501	91.19 %	12	48336	8.81%	0	0

Resolution: 7 – SPECIAL BUSINESS – ORDINARY RESOLUTION:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution in connection with Material Related Party Transaction with LOYAL CREDIT AND INVESTMENTS LIMITED

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	220	501301	91.37	9	47336	8.63	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	221	501401	91.37 %	9	47336	8.63 %	0	0



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Resolution: 8– SPECIAL BUSINESS – ORDINARY RESOLUTION:

To consider and if thought fit, to pass with or without modification, the following resolution as ordinary in connection with sale, purchase of goods / materials, services & leasing of properties with Material Related Party(INDOWIND POWER PRIVATE LIMITED)

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	218	500796	91.28%	11	47841	8.72	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	219	500896	91.28 %	11	47841	8.72 %	0	0

Resolution: 9– SPECIAL BUSINESS – ORDINARY RESOLUTION:

To consider and if thought fit, to pass with or without modification, the following resolution as ordinary in connection with sale, purchase of goods / materials, services & leasing of properties with Related Party (EVERON POWER LIMITED)

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	219	500801	91.28 %	10	47836	8.72 %	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	220	500901	91.28 %	10	47836	8.72 %	0	0



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Resolution: 10– SPECIAL BUSINESS – ORDINARY RESOLUTION:

To consider and if thought fit, to pass with or without modification, the following resolution as ordinary in connection with the sale, purchase of goods / materials, services & leasing of properties with Material Related Party (Indowind Power Private Limited (Subsidiary) & Everon Power Ltd (Promoter Group)).

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	220	536801	97.84	9	11836	2.16	0	0
E-voting at the AGM	1	100	100	0	0	0	0	0
Total	221	536901	97.84 %	9	11836	2.16 %	0	0




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RESULTS:

The members of the Company as on "Cut-off" date i.e., 19th September 2025, were entitled to vote on Ordinary & Special business set out in the AGM Notice. In view of the above, we hereby submit consolidated report on the results of the remote e-voting and e-voting at the AGM in respect of the said resolution as under:

Based on the aforesaid results, we report that Resolution Nos. 1 & 2 (Ordinary Business) & 3 - 10 (Special business) have all been passed requisite majority.

The Outcome of the Annual General Meeting may be declared accordingly based on the voting results as reported herein.

Date: 29-09-2025

Place: Chennai

**FOR KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**


R. Kannan
Sr. Partner

M No.: F6718 / CP. No.: 3363

UDIN: F006718G001385801

COUNTERSIGNED BY CHAIRMAN OF THE MEETING

FOR INDOWIND ENERGY LIMITED

HARIBABU
NEELAMEGAM
KRISHNAMOORTHY
Digitally signed by HARIBABU
NEELAMEGAM
KRISHNAMOORTHY
Date: 2025.09.29 21:06:15
+05'30'

N.K. HARIBABU

06422543

Whole-Time Director Cum Chief Financial Officer.