

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of **INOX LEASING AND FINANCE LIMITED** will be held on Wednesday, the 30th day of December, 2020 at 10.00 a.m. at Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2020, 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, 2020 and the report of the Auditors thereon.
2. To ratify Interim dividend paid for the year ended 31 st March, 2020 and confirm the same as Final Dividend.
3. To appoint a Director in place of Mr. Siddharth Jain (DIN: 00030202) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended from time-to-time and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other permissions, consents and approvals, if any, and any other conditions which may be necessary or desirable in the opinion of the Board of Directors of the Company (hereinafter referred to as the “Board”), approval of the Members of the Company (the “Members”) be and is hereby accorded to the Board for providing from time to time loans, including inter corporate deposits to Inox Wind Limited a company which falls under the explanation to sub-section 2 of the said Section of an aggregate outstanding amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) at any given point of time provided that the following terms and conditions are followed:

 1. all such actions involving loans, the interest amount charged to Inox Wind Limited shall not be at a rate lower than the prevailing yield of one year, three year, five year or ten year of Government Security closest to the tenure of the loan ;
 2. all such actions are negotiated at arm’s length;
 3. all such actions are in the strategic and in the best interest of the Company (as conclusively determined by the Board in its sole discretion); and
 4. all such actions are in compliance with the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee(s) thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loan from time-to-time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto to give effect to this resolution.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended from time-to-time and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other permissions, consents and approvals, if any, and any other conditions which may be necessary or desirable in the opinion of the Board of Directors of the Company (hereinafter referred to as the “Board”), approval of the Members of the Company (the “Members”) be and is hereby accorded to the Board for providing from time to time loans, including inter corporate deposits to Inox Leisure Limited a company which falls under the explanation to sub-section 2 of the said Section of an aggregate outstanding amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only) at any given point of time provided that the following terms and conditions are followed:

 1. all such actions involving loans, the interest amount charged to Inox Leisure Limited shall not be at a rate lower than the prevailing yield of one year, three year, five year or ten year of Government Security closest to the tenure of the loan ;
 2. all such actions are negotiated at arm’s length;

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3. all such actions are in the strategic and in the best interest of the Company (as conclusively determined by the Board in its sole discretion); and
4. all such actions are in compliance with the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee(s) thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loan from time-to-time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto to give effect to this resolution."

By Order of the Board of Directors

Vijay Saxena
Company Secretary
ACS-5465.

Place : Mumbai

Date : 23rd November, 2020

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM 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 10% of the total share capital of the Company. However, a member holding more than Ten (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(l) of the Companies Act, 2013 in respect of the Special Business as per Item No. 4 and 5 of the Notice is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd December, 2020 to 30th December, 2020 (both days inclusive).
5. Under the Companies Act, 2013 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF).

In compliance with the provisions of Section 124 and Section 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12 and Interim dividend declared for the financial year 2012-13 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 30th September, 2019 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.ilfl.co.in> Investor Relations/Unclaimed Dividend.

Members who have not encashed their dividend warrants for the financial year ended 31st March, 2014 or any subsequent financial year(s) are requested to make their claims to the Company for issue of duplicate dividend warrants.

5. In compliance with various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. March 30, 2020. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.ilfl.co.in> Investor Relations/Transfer of Shares to IEPF. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in. (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html>.
6. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 as amended, Annual Report for Financial Year 2019-20 of the Company has been sent via Electronic

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Mode (e-mail) to the Members whose e-mail addresses were made available to us by the Depository Participants and the members. We request the Members to register / update their e-mail address with their Depository Participants in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Company.

7. Members may note that as per the Notification issued by the Ministry of Corporate Affairs, w.e.f. 2nd October, 2018 shares can only be transferred in demat mode. Members are advised to dematerialize shares held by them in physical form.
Company's shares are available for dematerialisation both with NSDL and CDSL. The ISIN No. for demat of shares is INE608E01014. By dematerialising your physical shares, the dividend payable to you would be directly credited to your Bank Account electronically as per details provided to your Depository Participant. This would safeguard against misplacement or fraudulent encashment of dividend warrants during postal transit and also would expedite payment through credit to account and avoidance of filling up pay-in-slip and depositing the dividend warrants in the bank.
8. As per the Income-tax Act, 1961 (ACT), as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. Your Company shall therefore be required to deduct tax at source (TDS) at the time of making payment of the above said Dividend. Members are therefore requested to immediately submit details of their PAN No. to the company to avoid deduction of tax at higher rates due to non-submission of PAN details.
9. Route Map to the venue of the meeting is annexed herewith for the convenience of the members to attend the meeting. The prominent landmark for the venue of the meeting is Atria Mall, Worli, Mumbai-400018.
10. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility to all members through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. E-voting is optional. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 21st December, 2020.

The process and instructions for e-voting are as under:

In case of Members receiving e-mail:

- (i) The voting period begins on 27th December, 2020 at 9.00 a.m. and ends on 29th December, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (21st December, 2020), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their six digit Folio Number registered with the Company, prefixed by ILFL e.g. ILFL000001.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- | | |
|------|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (your six digit folio number) in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL LETTERS. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
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Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the number of shares held by you in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for Inox Leasing and Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILELINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write to helpdesk.evoting@cdslindia.com.
- I. The voting period begins on 27th December, 2020 at 9:00 am and ends on 29th December, 2020 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. The voting rights of Shareholders shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of 21st December, 2020.
 - III. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
 - IV. M/s P. Naithani & Co. , Practicing Company Secretary (Certificate of Practice Number 3389) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting , thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer's

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report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

- VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ilfl.co.in and on the website of CDSL.
11. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
12. 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.
13. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
14. 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. up to the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Registered Office of the Company.
15. The Chairman, shall, at the Meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4.

Inox Wind Limited is an entity falling under the explanation to sub-section 2 of Section 185 of Companies Act, 2013.

Accordingly, consent of the shareholders is being sought for by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for providing financial assistance to Inox Wind Limited for its principal business activities, at a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, in the form of loans, including inter-corporate deposit of an aggregate outstanding amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) at any given point of time.

Your Directors recommend the resolution set out to be passed as a special resolution by the members.

All the Directors of the company and the Promoters are interested in the proposed resolution to the extent of the loan given to Inox Wind Limited on account of their exercise or control of more than twenty five percent of voting power in Inox Wind Limited.

Item No. 5.

Inox Leisure Limited is an entity falling under the explanation to sub-section 2 of Section 185 of Companies Act, 2013.

Accordingly, consent of the shareholders is being sought for by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for providing financial assistance to Inox Leisure Limited for its principal business activities, at a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, in the form of loans, including inter-corporate deposit of an aggregate outstanding amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only) at any given point of time.

Your Directors recommend the resolution set out to be passed as a special resolution by the members.

All the Directors of the company and the Promoters are interested in the proposed resolution to the extent of the loan given to Inox Leisure Limited on account of their exercise or control of more than twenty five percent of voting power in Inox Leisure Limited.

By Order of the Board of Directors

Vijay Saxena
Company Secretary
ACS - 5465.

Place : Mumbai

Date : 23rd November, 2020