

INOX LEASING AND FINANCE LIMITED

Regd. Office: INOXGFL Group, 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road,
New Delhi 110001.
CIN: U65910DL1995PLC397847. Web site: www.ilfl.co.in. E mail id: inoxgroup@gfl.co.in.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of the Members of INOX LEASING AND FINANCE LIMITED ("**the Company**"), is scheduled to be held on Friday, the 27th day of January, 2023 at 11.00 a.m. at the registered office of the Company at 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110001, India to transact the following business:

SPECIAL BUSINESS:

1. Approval for alteration of Memorandum of Association ("MoA") of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions and relevant rules made there under, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, the draft Memorandum of Association (MoA) of the Company, a copy of which is placed before the meeting, duly initialed by the Chairman for the purpose of identification, be and are hereby approved and adopted as the MoA of the Company in substitution of the existing MoA of the Company in order to align with the provisions of Companies Act, 2013.

"**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to sign the documents and file the necessary forms and returns with Registrar of Companies and to do all such acts, deeds and things as may be required in order to give effect to above resolution on behalf of the Company."

2. Approval for alteration of Articles of Association ("AoA") of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 and any rules or regulations made there under as may be applicable, the draft Articles of Association (AoA) of the Company, a copy of which is placed before the meeting, duly initialed by the Chairman for the purpose of identification, be and are hereby approved and adopted as the AoA of the Company in substitution of the existing AoA of the Company in order to align with the provisions of Companies Act, 2013.

"**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to sign the documents and file the necessary forms and returns with Registrar of Companies and to do all such acts, deeds and things as may be required in order to give effect to above resolution on behalf of the Company."

3. Approval for change in the main objects of the Company and consequent amendment of Memorandum of Association (MoA)

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 of the Companies Act, 2013, and the relevant rules made thereunder, each as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) **(the “Act”)**, and subject to the approval of Ministry of Corporate Affairs/ Registrar of Companies (**“ROC”**) and/ or other authorities, institutions or bodies (**“Appropriate Authorities”**), as may be necessary, the approval of the Shareholders of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association (**“MoA”**) of the Company by inserting the below-mentioned sub-clause (2) after the sub-clause (1) of the Clause III (A) of the MoA of the Company.

“2. To carry on in India or elsewhere the business of generating, accumulating, transmitting, distributing, conventional/ non-conventional energy sources and to construct, lay down, establish, operate and maintain purchasing, selling, supplying, acting as a broker and/or agent for, electricity power or any other energy from power/ energy generating stations, wind farms and/ or wind power plants, solar farms and/ or solar power plants, thermal power plants, hydraulic power plants, atomic power plants and other power plants including buildings, structures, works, machineries, equipment, cables and to acquire, undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing, transferring to third person/s power/energy generating stations, power plants and plants based on conventional or non-conventional energy sources, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works and similar projects and providing consultancy to any person/s regarding any of the above.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company 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 Director of the Company be and is hereby authorized to issue a certified copy of this resolution.”

**By Order of the Board
For Inox Leasing and Finance Limited**

**Vivek Kumar Jain
Director
DIN: 00030202
47, Golf Links,
Delhi – 110003.**

**Date : December 17, 2022
Place : New Delhi.**

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HER SELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxy form in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 shareholder.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts as set out above is annexed hereto.
4. A blank proxy form is sent herewith.
5. A Route Map showing directions to the venue of the meeting and nearby prominent landmark is annexed herewith.
6. 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 19th January, 2023.

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

In case of Members receiving e-mail:

- (i) The voting period begins on 24th January, 2023 at 9.00 a.m. and ends on 26th January, 2023 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 (19th January, 2023), 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
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 your User ID details as mentioned in instruction (iv) above.

- (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 FILE LINK" 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.
7. 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 19th January, 2023.
8. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
9. M/s Amarendra Rai & Associates, Practicing Company Secretary (Certificate of Practice Number 9373) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. 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 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.
11. 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.
12. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of the Notice to the General Meeting.
13. 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 General Meeting.
14. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.

15. 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 of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of this Meeting.
16. 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.

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

ITEM NO. 1

The Memorandum of Association (MoA) of the Company requires to be amended in order to align the existing MoA with the provisions of Companies Act, 2013. The Directors of your Company recommend the adoption of special resolution as set out in Item No. 1 of the Notice in the best interest of the Company.

None of the Directors/Managers/Key Managerial Personnel and relatives of Directors/Managers/Key Managerial Personnel of the Company are interested in the said resolution except to the extent of their shareholding in the company.

All the material documents and amended copies of the MoA is available for inspection by the Members at the Registered Office of the Company during business hours till the date of General Meeting.

ITEM NO. 2

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in these AoA are no longer in conformity with the Companies Act, 2013 ("the Act").

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several clauses and articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The Directors of your Company recommend the adoption of special resolution as set out in Item No. 2 of the Notice in the best interest of the Company.

None of the Directors/Managers/Key Managerial Personnel and relatives of Directors/Managers/Key Managerial Personnel of the Company are interested in the said resolution except to the extent of their shareholding in the company.

All the material documents and amended copies of the AoA is available for inspection by the Members at the Registered Office of the Company during business hours till the date of General Meeting.

ITEM NO. 3

The Memorandum of Association (MoA) of the Company requires to be amended in order to allow for the acquisition of "*Wind Energy Business*" from Inox Wind Energy Limited ("IWEL") by way of a slump sale on a going concern basis. The Directors of your Company recommend the adoption of special resolution as set out in Item No. 3 of the Notice in the best interest of the Company.

None of the Directors/Managers/Key Managerial Personnel and relatives of Directors/Managers/Key Managerial Personnel of the Company are interested in the said resolution except to the extent of their shareholding in the company.

All the material documents and amended copies of the MoA is available for inspection by the Members at the Registered Office of the Company during business hours till the date of General Meeting.

**By Order of the Board
For Inox Leasing and Finance Limited**

**Vivek Kumar Jain
Director
DIN: 00030202
47, Golf Links,
Delhi – 110003.**

**Date : December 17, 2022
Place : New Delhi.**

PROXY FORM MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

INOX LEASING AND FINANCE LIMITED

(CIN: U65910DL1995PLC397847)

Registered Office: INOXGFL Group, 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi 110001.

Website: www.ilfl.co.in, Email id: inoxgroup@gfl.co.in

Name of the Member(s) :

Registered Address :

No. of shares held :

Folio No./ Client ID :

DP ID :

I/ We, being the Member(s) of _____ (in words _____) equity shares of Innox Leasing and Finance Limited hereby appoint

Name _____ E-mail ID _____

Address: _____

_____ Signature _____

or failing him/her

Name _____ E-mail ID _____

Address: _____

_____ Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at an Extraordinary General Meeting of the Company, to be held on Friday, 27th day of January 2023, at 11.00 a.m. at 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special business :				
1	Alteration of the Memorandum of Association (MoA) of the company.			
2.	Alteration of the Articles of Association (AoA) of the company.			
3.	Amendment in the Objects Clause of the MoA of the company by inserting Clause for acquisition of "Wind Energy Business" from Inox Wind Energy Limited.			

Signed this _____ day of _____ 2023.

Affix Re 1/- Revenue Stamp

Signature of Shareholder

Signature of Proxy Holder(s)

Notes:

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

INOX LEASING AND FINANCE LIMITED

(CIN: U65910DL1995PLC397847)

Registered Office: INOXGFL Group, 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi 110001.

PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Dp Id*		Folio No.	
Client Id*		No. of Shares	

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Friday, 27th day of January, 2023 at 11.00 a.m. at 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi 110001.

Name of the member/proxy/authorised representative
(in BLOCK letters)

Signature of the Shareholder or Proxy

*Applicable for members holding shares in electronic form.

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ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

