



**Secretarial Auditor's Certificate in respect of the Compliance of Employee Stock Option Scheme, 2024 of the Company**

[Pursuant to Regulation 10(b) read with Part-D of Schedule-I of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

**The Board of Directors**

**Inox Green Energy Services Limited**

(formerly known as Inox Wind Infrastructure Services Limited)

CIN: L45207GJ2012PLC070279

**Regd. Off:** Survey No. 1837 & 1834, At Moje Jetalpur,  
ABS Towers, Second Floor, Old Padra Road,  
Vadodara Gujarat 390007.

We, **VAPN & Associates**, Practicing Company Secretaries, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 29<sup>th</sup> July, 2023 by the Board of Directors of **Inox Green Energy Services Limited**, formerly known as Inox Wind Infrastructure Services Limited (hereinafter referred to as the "**Company**") and having its registered office at Survey No. 1837 & 1834, At Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara Gujarat 390007.

This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**").

**1. Management Responsibility:**

It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

**2. Auditor's Responsibility:**

It is our responsibility to certify whether the Company has complied with the applicable provisions of the Regulations in implementing the Plan on the basis of information compiled or collated by the Management and the accounting and other relevant supporting records and documents provided to us for our examination.

**Office:**

B-5/41, Ground Floor, Vivekanand Apartment, Sector-8, Rohini, New Delhi - 110 085

Tel: 011-49058932/45040789

Email: [info@vapn.in](mailto:info@vapn.in)



**3. Verification:**

The Company has approved 'Inox Green- Employee Stock Option Scheme 2024 (hereinafter after referred as "Inox Green ESOS, 2024" / "Scheme") in accordance with the Regulations by way of Special Resolution(s) passed by the members of the Company through Postal Ballot concluded on 5<sup>th</sup> May, 2024 for which Notice dated 29<sup>th</sup> March, 2024, was issued to members and e-voting was commenced on 06<sup>th</sup> April, 2024 (9:00 A.M.) and ended on 5<sup>th</sup> May, 2024 (5:00 P.M.) and result of the Postal Ballot was declared on 6<sup>th</sup> May, 2024.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Inox Green ESOS, 2024 " / "Scheme" received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the Meeting of the Board of Directors;
4. Special Resolutions passed by Members/ Shareholders through the Postal Ballot e-voting process for approval of scheme;
5. Detailed terms and conditions of the Scheme as approved by the Nomination and Remuneration Committee of the Company.
6. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

**4. Opinion:**

Based on our examination of the records and documents maintained by the Company as aforesaid and according to the information and explanations provided to us, we certify that the Company has complied with the applicable provisions of the Regulations and Resolutions are in compliance with the applicable provisions of the Regulations.

**5. Restriction on use:**

This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of confirming compliances with **Regulation 10(b) read with Part-D of Schedule-I of the Regulations**. This certificate should not be circulated, copied, used / referred to for any other purpose, without our prior written consent.

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# VAPN & ASSOCIATES.

COMPANY SECRETARIES

Accordingly, we do not accept or assume any liability or any duty of care of for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

**For VAPN & Associates**  
Practicing Company Secretaries  
ICSI Unique Code: P2015DE045500  
Peer Review Certificate No.975/2020

**Prabhakar Kumar**  
Partner  
FCS No: 5781 | COP No: 10630  
ICSI UDIN: F005781F000363701

**Date: May 14, 2024**  
**Place: New Delhi**

**Office:**  
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