

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED

(CIN: U40106GJ2020PTC112187)

Registered Office: 301, ABS Tower Old Padra Road, Vadodara 390007, Gujarat

Telephone: 0265 6198111, **Fax:** 0265 2310312

Email id: investors.iwl@inoxwind.com

NOTICE

NOTICE is hereby given that the **Third Annual General Meeting (AGM)** of the Members of **Resco Global Wind Services Private Limited** will be held at the Corporate Office of the Company situated at INOXGFL Towers, Plot No. 17, Sector-16A, Noida-201301, Uttar Pradesh on **Friday, the 29th September, 2023 at 11:00 A.M.** to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, 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 31st March, 2023 and the report of the Auditors thereon

2. To appoint a Director in place of Shri Mukesh Manglik (DIN: 07001509) who retires by rotation and being eligible offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of Company be and is hereby accorded for re-appointment of Shri Mukesh Manglik (DIN: 07001509) who retires by rotation at this Annual General Meeting and being eligible who offered himself for re-appointment, as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS

3. Appointment of Shri Nitesh Kumar (DIN: 10132028) as a Director

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, Shri Nitesh Kumar (DIN: 10132028) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th April, 2023 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

Date: 29th July, 2023
Place: Noida

Uday Shankar Prasad
Company Secretary
ICSI Membership No:28282

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF 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 TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (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 Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business as mentioned in the Notice is annexed hereto.
4. Appointment / Re-appointment of Directors:

The information required to be provided as per the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India in respect of Directors/s being appointed / re-appointed is given herein below:

Name of Director	Shri Mukesh Manglik	Shri Nitesh Kumar
Date of Birth and Age	16 th September, 1951 (71 Years)	12 th March, 1970 (53 Years)
Date of first appointment on the Board	20 th January, 2020	25 th April, 2023
Directors Identification Number	07001509	10132028
Qualification	Bachelor’s Degree in Electrical Engineering from Veermata Jijabai Technological Institute, Mumbai	Bachelor’s of Technology in Mechanical from Bihar Institute of Technology and M.Tech in Fuel Technology from Indian School of Mines, Dhanbad (Jharkhand). He had also done Masters of Business Administration in Finance from Sam Higginbottom Institute of Agriculture, Technology & Sciences, Allahabad.
Experience/ Expertise in Specific Functional Area	He possesses more than four decades of experience in the field of design and development of power electronics & process controls including over two decades of experience in the wind industry with expertise in engineering, operations, maintenance and commissioning of wind turbine generators	He had more than 28 years of experience in the field of EPC, Project Management, Construction, Planning, Sourcing and Customer Management.

Directorship held in other Companies	<ul style="list-style-type: none"> • Inox Wind Limited • Inox Green Energy Services Limited • Suswind Power Private Limited • Ripudaman Urja Private Limited • Vibhav Energy Private Limited • Tempest Wind Energy Private Limited • Flurry Wind Energy Private Limited • RBRK Investments Limited • Marut-Shakti Energy India Limited 	• Sarayu Wind Power (Kondapuram) Private Limited
Membership / Chairmanship of other Companies	<p>Inox Wind Limited:</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee, Member • Business Responsibility Committee, Member • IWL Committee of the Board of Directors for Operations, Member <p>Inox Green Energy Services Limited:</p> <ul style="list-style-type: none"> • Audit Committee, Member • Corporate Social Responsibility Committee, Chairman • IGESL Committee of the Board of Directors for Operations, Member 	Nil
The Number of Meeting of the Board attended during the financial year 2022-23	24	Nil
Remuneration last drawn	Nil	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Shareholding in the Company	Holds 10 equity shares as Nominee of Inox Wind Limited	Nil

5. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to Shri Uday Shankar Prasad, Company Secretary at least seven days in advance at its Corporate Office, so as to enable the Company to keep the information ready.
6. Members/ Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
7. 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.

8. The relevant documents referred to in the accompanying Notice of Meeting 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) between 11.00 a.m. to 01.00 p.m. upto the date of this Meeting and copies thereof shall also be available for inspection at the Corporate Office of the Company situated at INOXGFL Towers, Plot No. 17, Sector-16A, Noida-201301, Uttar Pradesh.
9. The Proxy Form, Attendance Slip and Route Map of AGM are annexed to this notice.

THE STAEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 3

The Board of Directors of the Company at their Meeting held on 25th April, 2023 appointed Shri Nitesh Kumar (DIN: 10132028) as an Additional Director of the Company with effect from 25th April, 2023. As per the provisions of Section 161 of the Companies Act, 2013 ("the Act"), he holds office as an Additional Director up to the date of this Annual General Meeting (AGM) and is eligible for appointment as a Director of the Company. The Company has received requisite notice under Section 160 of the Act from a member proposing the name of Shri Nitesh Kumar as a candidate for the office of Director of the Company at this AGM of the Company. Shri Nitesh Kumar has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Board of Directors of the Company has recommended appointment of Shri Nitesh Kumar as a Director of the Company liable to retire by rotation. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed there under for his appointment. The resolution regarding appointment of Shri Nitesh Kumar as a Director of the Company is being placed before the Members for their approval as set out at Item No. 3 of the Notice.

Brief resume of Shri Nitesh Kumar, nature of his experience in specific functional areas and names of companies in which he holds Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se and other information as required to be provided under the Secretarial Standard -2 issued by the Institute of Company Secretaries of India in respect of his appointment are provided in the Notice.

Shri Nitesh Kumar is interested in the Resolution set out at Item Nos. 3 of the Notice. The relatives of Shri Nitesh Kumar may also be deemed to be interested in these Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3.

The Board recommends the resolution as stated at Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

By Order of the Board of Directors

Date: 29th July, 2023
Place: Noida

Uday Shankar Prasad
Company Secretary
ICSI Membership No:28282

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 3rd Annual General Meeting of the Company, to be held on Friday, the 29th September, 2023 at 11:00 A.M. at INOXGFL Towers, Plot No. 17, Sector-16A, Noida-201301, Uttar Pradesh 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
Ordinary Business:				
1.	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023, the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)			
2.	Appointment of Director in place of Shri Mukesh Manglik, who retires by rotation and, being eligible, seek re-appointment. (Ordinary Resolution)			
Special Business:				
3.	Appointment of Shri Nitesh Kumar (DIN: 10132028) as a Director (Ordinary Resolution)			

Signed this _____ day of _____ 2023.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix a Revenue Stamp not less than Re. 1

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.

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(CIN: U40106GJ2020PTC112187)

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Email id: investors.iwl@inoxwind.com

ATTENDANCE SLIP

3rd Annual General Meeting, Friday, 29th September, 2023 at 11.00 A.M.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 3rd Annual General Meeting of the Company on Friday, 29th September, 2023 at 11.00 A.M. at Plot No. 17, INOXGFL Towers, Sector-16A, Noida-201301, Uttar Pradesh

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route Map



INOXGFL Towers, Plot No. 17, Sector-16A, Noida-201301 (U.P.)