

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED

NOTICE

Notice is hereby given that 1st Extra Ordinary General Meeting of the Members of **Resco Global Wind Services Private Limited** will be held on Saturday, the 15th day of February, 2020 at 10.00 A.M. at Corporate Office of the Company situated at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301 (U.P.) to transact the following business:

SPECIAL BUSINESS:

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

APPROVAL OF BORROWING OF MONEY IN EXCESS OF PAID-UP SHARE CAPITAL , FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY AS PERMITTED UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Rules made thereunder, including any modifications, amendments or re-enactment thereof (“the Act”) and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors, to borrow any sum or sums of monies (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, as may be required for the purpose of business of the Company, from one or more Banks, Financial Institutions and or any other lending institutions, Government(s)/ Government Bodies, Company’s bankers and /from any one or more other persons, firms and body corporates, by way of term loans, debentures, or any other securities or otherwise including all forms/types of fund and non-fund based credit facilities, apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business, either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured provided that the total amount borrowed and outstanding at any time shall not exceed Rs. 300 Crore, notwithstanding the fact that money to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up share capital of the Company, securities premium and its free reserves (reserves not set apart for any specific purpose).

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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

APPROVAL OF AN AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE CHARGE OR MORTGAGE IN FAVOUR OF LENDING INSTITUTIONS OR SELL, LEASE OR DISPOSE OF UNDERTAKING OF THE COMPANY AS PERMITTED UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the Rules made there under,

including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, hypothecate, pledge, assign and/or charge, in addition to mortgage, hypothecation, pledge, assignment and/or charge already created, in such form, manner and ranking and on such terms as the Board may deem fit in the interest of the Company, on all or any of the immovable and/or movable properties of the Company, including intellectual property rights, licences, project documents, contracts and insurance policies wheresoever situated, both present and future, and/or the whole or part of the undertaking of the Company together with or without the power to enter upon and to take possession of any such asset and to take over the business or take over the management of the business or any undertaking of the Company in case of certain events of default, in favour of the lender(s), agent(s) or trustee(s); for securing the borrowing(s) including working capital facilities availed or to be availed by the Company or any of its subsidiaries, from time to time, by way of loans, debentures, cash credit, advances, deposits, bill discounting or any other securities or otherwise, in foreign currency or in Indian Rupees, in one or more tranches, alongwith interest, additional interest, accumulated interest, liquidated damages, commitment charges or costs, expenses and all other monies payable by the Company or any other documents entered/ to be entered into between the Company and the lenders/ agents/ investors and trustees as may be stipulated in that behalf and agreed to between the Board and the lenders, agents or trustees including any increase as a result of devaluation/ revaluation/ fluctuations in the rate of exchange, from time to time, upto the limits approved under Section 180(1)(c) of the Companies Act, 2013 and for working capital facilities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do such all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to aforesaid resolution and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **Ordinary Resolutions:**

APPOINTMENT OF SHRI MUKESH MANGLIK AS A DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Shri Mukesh Manglik (DIN: 07001509), be and is hereby appointed as a Director of the Company."

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **Ordinary Resolutions:**

APPOINTMENT OF SHRI MANJIT GURDAS RAM BHAGRIA AS A DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Shri Manjit Gurdas Ram Bhagria (DIN 08673991), be and is hereby appointed as a Director of the Company."

By order of the Board of Directors
For **Resco Global Wind Services Private Limited**



Mukesh Manglik
Director
(DIN: 07001509)

Date: 07.02.2020
Place: Noida

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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.
- 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.**
- Members should bring their Attendance slip/ sheet duly completed for attending the Meeting.
- The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item Nos. 1 to 4 as set out above is annexed herewith.
- 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 Director/s being appointed / re-appointed is given herein below:

Name of Director	Shri Mukesh Manglik	Shri Manjit Gurdas Ram Bhargia
Age and Date of Birth	16 th September, 1951, 68 Years	14 th May, 1970, 49 Years
Date of first appointment on the Board	21 st January 2020 i.e. since incorporation of the Company	21 st January 2020 i.e. since incorporation of the Company
Directors Identification Number	07001509	08673991
Qualification	Bachelor's Degree in Electrical Engineering from Veermata Jijabai Technological Institute, Mumbai.	BE (Mechanical), VJTI, Mumbai University, MBA from IGNOU
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 18 years of experience in the wind industry with expertise in engineering, operations, maintenance and commissioning of wind turbine generators. He is spearheading the Company's Engineering and Product Development Department.	More than 28 years of experience in O&M, Project Management, Business Development, Inventory Management and Customer Relationship Management.
Directorship held in other Companies	1. Wind One Renergy Private Limited 2. Wind Three Renergy Private Limited 3. Suswind Power Private Limited 4. Vasuprada Renewables Private Limited	NIL

	5. Ripudaman Urja Private Limited 6. Vibhav Energy Private Limited 7. Tempest Wind Energy Private Limited 8. Flurry Wind Energy Private Limited 9. Inox Wind Infrastructure Services Limited	
Membership / Chairmanship of other Companies	Inox Wind Infrastructure Services Limited: Member-Audit Committee Member-Nomination and Remuneration Committee Member-IWISL Committee of the Board of Directors for Operations Member-Corporate Social Responsibility Committee	None
The Number of Meeting of the Board Attended during the year	2	2
Remuneration last drawn	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any directors/ KMP	Not related to any directors/KMP
Shareholding in the Company	10 shares as Nominee of Inox Wind Infrastructure Services Limited	NIL

6. Members desiring any relevant information on the accounts at the Extra Ordinary General Meeting are requested to write to the undersigned at its Corporate Office, so as to enable the Company to keep the information ready.
7. Corporate Members intending to send their Authorised Representative(s) to attend the Extra Ordinary General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Extra Ordinary General Meeting.
8. 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) upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at Inox Towers, Plot No. 17, Sector -16A, Noida – 201301, Uttar Pradesh and also at the Meeting.

By order of the Board of Directors
For **Resco Global Wind Services Private Limited**



Mukesh Manglik
Director
(DIN: 07001509)

Date: 07.02.2020
Place: Noida

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos.1 & 2

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company is desirous of raising finance from various banks and/or financial institutions and/or any other lending institutions and/or bodies corporate and/or such other persons/individuals as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business may exceed the aggregate of the paid-up capital, free reserve and securities premium of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 300 Crore (Rupees Three Hundred Crore Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up share capital, free reserve and securities premium of the Company at any one time except with the consent of the Members of the Company by way of Special Resolution.

Further, in order to facilitate selling, leasing or otherwise disposing of the whole or substantially the whole of undertaking of the Company including creating charge/mortgage of the movable or immovable assets (both present and future) for inter-alia securing the borrowings made by the Company as detailed in the resolutions, the approval of Members by way of a Special Resolution in terms of Section 180 (1)(a) of the Companies Act, 2013 is required.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolutions as set out at Item Nos. 1 & 2 of the Notice.

The Board recommends passing of Resolutions as stated at Item Nos. 1 & 2 of the Notice for approval of the Members as Special Resolutions.

Item Nos. 3&4

In terms of the provisions of Section 152 (6)(c) of the Companies Act, 2013, the first directors named in the Articles of Association must be appointed as directors at a general meeting held before the first Annual General Meeting of the Company. Shri Mukesh Manglik and Shri Manjit Gurdas Ram Bhagria were named in Articles of the Company as the first Directors.

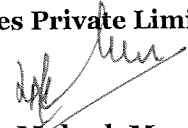
The Board of Directors of the Company at their meeting held on 7th February, 2020 has recommended to the Members the appointment of Shri Mukesh Manglik and Shri Manjit Gurdas Ram Bhagria as Directors of the Company at the ensuing Extra-ordinary General meeting of the Company.

Brief resume of Shri Mukesh Manglik and Shri Manjit Gurdas Ram Bhagria, nature of their experience in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors are provided at Note Nos. 3 & 4 of the Notice.

Except the appointee Directors and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 3 & 4.

The Directors recommend the Resolutions as stated at Item No. 3 & 4 of the Notice for approval of the Members as Ordinary Resolutions.

By order of the Board of Directors
For **Resco Global Wind Services Private Limited**



Mukesh Manglik
Director
(DIN: 07001509)

Date: 07.02.2020
Place: Noida

PROXY FORM

[Form No. MGT-11]

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

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED

(CIN: U40106GJ2020PTC112187)

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

Telephone: 0265-6198111

Email id: investors.iwl@inoxwind.com

Extra Ordinary General Meeting – Saturday, 15th February, 2020 at 10.00 A.M.

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

DP ID :

I/ We, being the Member(s) of _____ shares of the above named Company, hereby appoint

Name: _____ E-mail ID: _____

Address: _____

Signature: _____

Or failing him/ her

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 the Extra Ordinary General Meeting of the Company, to be held on Saturday, 15th February, 2020 at 10.00 A.M. at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301 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.	Approval of Borrowing of Money in Excess of paid-up share capital, free reserves and securities premium of the Company as permitted under Section 180(1)(c) of the Companies Act, 2013			
2.	Approval to create charge on the assets of the company			
3.	Appointment of Shri Mukesh Manglik as a Director of the Company			
4.	Appointment of Shri Manjit Gurdas Ram Bhagria as a Director of the Company			

Signed this _____ day of _____ 2020.

Affix a
Revenue
Stamp not less
than Re. 1

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.
3. The route map of the Venue of the Meeting is enclosed.

ATTENDANCE SLIP

[To be handed over at the entrance of Meeting Hall]

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED
(CIN: U40106GJ2020PTC112187)

Registered Office: 301, ABS Tower Old Padra Road, Vadodara Gujarat 390007
Telephone: 0265-6198111
Email id: investors.iwl@inoxwind.com

ATTENDANCE SLIP

Extra Ordinary General Meeting, Saturday, 15th February, 2020 at 10.00 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.

I hereby record my presence at the 1st Extra Ordinary General Meeting of the Company on Saturday, 15th February, 2020 at 10.00 A.M. at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301

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.

