

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED

(CIN: U40106GJ2020PTC112187)

Registered Office: 301, ABS Towers, 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 **4th (Fourth) 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 27th September, 2024 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, 2024, 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, 2024 and the report of the Auditors thereon

2. To appoint a Director in place of Shri Nitesh Kumar (DIN: 10132028) 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 Nitesh Kumar (DIN: 10132028) 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 Venkatesh Sonti (DIN: 02829206) as a Director of the Company

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 Venkatesh Sonti (DIN: 02829206) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th November, 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.”

4. Appointment of Shri Nitesh Kumar (DIN: 10132028) as a Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Board of Directors, Shri Nitesh Kumar, Director (DIN: 10132028) be and is hereby appointed as a Whole-time Director of the Company, liable to retire by rotation, for a period of 2 (two) years with effect from 29th November, 2023 without any remuneration”

“RESOLVED FURTHER THAT Shri Nitesh Kumar be and is hereby designated as a Key Managerial Personnel of the Company in terms of Section 203 of the Companies Act, 2013 w.e.f. 29th November, 2023.”

“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.”

5. Approval for increase in borrowing powers of the Board from Rs.1,500 Crore to Rs.4,000 Crore

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of Companies Act, 2013, as amended from time to time and the Rules made there under including any statutory modification(s) or re-enactment(s) thereof, and subject to such other approvals as may be necessary, the consent of the Shareholders be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Committee of the Board of Directors, if any), to borrow any sum or sums of moneys, 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, issuance of 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. 4000,00,00,000 (Rupees Four Thousand Crore only), 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, free reserves and securities premium of the Company.”

“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 with 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.”

6. Approval to create charge or mortgage or sell, lease or otherwise dispose of the Undertaking of the Company as permitted under Section 180 (1) (a) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment(s) thereof and subject to such other approvals as may be necessary, the consent of the Shareholders be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Committee of Board of Directors, if any) to mortgage, hypothecate, pledge, assign and/or charge, in addition to mortgage, hypothecation, pledge 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 Company’s borrowings including working capital facilities availed or to be availed by the Company or borrowings by any of its subsidiaries, fellow subsidiaries, holding company or any other INOXGFL Group Company, 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, along with interest, additional interest, accumulated interest, liquidated damages, commitment charges or costs, expenses and all other moneys payable by the Company or any of its subsidiaries, fellow subsidiaries, holding company or any other document 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) and all other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, as may be amended from time to time”

“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.”

7. To approve giving Loans/ Guarantees/ Securities in connection with loan availed by any person in whom the Director is interested under Section 185 of the Companies Act, 2013

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 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to such other consents, permissions, approvals, if any, as may be required in that behalf and any other conditions which may be necessary or desirable in the opinion of the Board of Directors of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include Committee of the Board of Directors” or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this Resolution) to give any loan(s) including any loan(s) represented by a book debt to, and/ or give any guarantee(s) and/ or provide any security(ies) in connection with any loan(s) taken/ to be taken from any bank or financial institution or any other lending institution/ body corporate/ company/ person or any other entity from time to time in the ordinary course of business, to any of the below mentioned companies:

S. No.	Name of the Company	Relationship	Aggregate amount of Loan/ Guarantee/ Security to be given (Rs. in Crore)
1.	Inox Wind Limited	Promoter & Holding Company	1,500
2.	Inox Green Energy Services Limited (IGESL) and/or any of IGESL's subsidiary	Fellow Subsidiary Company	1,500
3.	Waft Energy Private Limited	Fellow Subsidiary Company	300

Provided that the following terms and conditions are followed:

1. all such actions involving loans, the interest amount charged to such companies shall not be at a rate lower than the prevailing yield of one year, three year, five year or ten year of Government Security closes to the tenure of the loan ;
2. all such actions are negotiated at arm's length;
3. the loans are utilized by the borrowing Company for its principal business activities;
4. 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
5. all such actions are in compliance with the applicable laws.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby authorised to negotiate, finalise, agree the terms and conditions of the aforesaid loan(s)/ guarantee(s)/ security(ies) and to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution without requiring any further approval or consent from the Members of the Company.”

8. Approval for giving Loans, Guarantees, providing Securities and Investments by the Company in terms of the provisions of Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the resolution passed by Members of the Company in their Annual General Meeting held on 28th September, 2021 & pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Committee of the Board of Directors) to:

- (i) give any loan to any person or other body corporate;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

upto an aggregate limit of Rs.3000,00,00,000/- (Rupees Three Thousand Crore only), at any point of time, notwithstanding the fact that the aggregate investments/acquisitions so far made, loans/ guarantees so far given and securities so far provided by the Company alongwith the loans/ guarantees or securities or investments that may be made from time to time exceed 60% of the paid -up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.”

“RESOLVED FURTHER THAT the Board of Directors of the Company including Committee of the Board of Directors thereof be and is hereby authorized to decide and finalize the terms and conditions while making investments, acquisitions, giving loans or guarantees or providing securities within the aforesaid limit including the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and to give such directions, as it may, in its absolute discretion, deem desirable and necessary to give effect to this resolution.”

By Order of the Board of Directors

Date: 9th August, 2024
Place: Noida

Heera Lal
Company Secretary
ICSI Membership No:29783

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 are given in Annexure to this AGM Notice.
5. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to Shri Heera Lal, 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.

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

Item No. 3

The Board of Directors of the Company at their Meeting held on 28th November, 2023 appointed Shri Venkatesh Sonti (DIN: 02829206) as an Additional Director of the Company with effect from 29th November, 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 Venkatesh Sonti as a candidate for the office of Director of the Company at this AGM of the Company. Shri Venkatesh Sonti 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 Venkatesh Sonti 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 Venkatesh Sonti 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 Venkatesh Sonti, 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 Venkatesh Sonti is interested in the Resolution set out at Item No. 3 of the Notice. The relatives of Shri Venkatesh Sonti 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.

Item No. 4

Shri Nitesh Kumar (DIN: 10132028) has been a Director on the Board of the Company since April, 2023. Considering his background, experience, expertise, knowledge and valuable contribution made by Shri Nitesh Kumar in the growth and development of the Company, the Board of Directors in their meeting held on 28th November, 2023, appointed him as a Whole-time Director of the Company for a period of 2 (two) years with effect from 29th November, 2023, without any remuneration, subject to approval of the Members of the Company.

Brief Profile

Shri Nitesh Kumar had done 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 Master of Business Administration in Finance from Sam Higginbottom Institute of Agriculture, Technology & Sciences, Allahabad. He has more than 29 years of experience in the field of EPC, Project Management, Construction, Planning, Sourcing and Customer Management.

Shri Nitesh Kumar has given his consent to act as a Whole-time Director of the Company and has also given declaration that he is not disqualified to be appointed as a Whole-time Director in terms of the provisions of Sections 164(2), 196, 197 read with Schedule V of the Companies Act, 2013.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for his appointment.

In accordance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013, and the Rules framed thereunder, the appointment of Shri Nitesh Kumar as a Whole-time Director is subject to the approval of the shareholders of the Company by way of an Ordinary Resolution.

The requisite details and information pertaining to Shri Nitesh Kumar pursuant to the provisions of the Companies Act, 2013 and Secretarial Standards are provided in the “**Annexure**” to the Notice.

Except Shri Nitesh Kumar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

Item Nos. 5 & 6

The Members of the Company at their 7th Extra-ordinary General Meeting held on 25th November, 2022, inter-alia authorized the Board of Directors of the Company to:

- borrow from time to time upto an amount not exceeding a sum of Rs. 1,500 Crore at any point of time; and
- create mortgage/charge as required by lenders from time to time, for the loan facilities so availed/to be availed upto the said amount; pursuant to the provisions of section 180(1)(a)/(c) of the Companies Act, 2013.

Considering the future business plans of the Company, it is desirable to increase the borrowing powers of the Board of Directors of the Company to an aggregate amount of Rs. 4,000 Crore from the present limit of Rs. 1,500 Crore.

The financial facilities so availed by the Company within the above mentioned borrowing powers or borrowings by any of its subsidiaries, fellow subsidiaries, holding company or other INOXGFL Group company may be required to be secured by creation of mortgage and/or charge in favour of the Lenders(s)/Trustee(s) on the assets of the Company, present and future, as may be decided in consultation with the Lender(s)/Trustee(s) from time to time. Since creating mortgage and/or charge by the Company on its immovable and movable properties, may be regarded as disposal of the Company's properties/undertaking requiring approval of the shareholders, it is considered expedient to obtain general approval of the shareholders to create security upto the limits as approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013, instead of approaching for their approval every time.

Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 requires that Board of Directors shall not:

- (i) borrow money, where the money to be borrowed, together with money already borrowed by the Company, exceeds in aggregate the Company's paid-up share capital, free reserve and securities premium account, apart from the temporary loans obtained from the Company's Banker in ordinary course of business and
- (ii) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings

except with the consent of the company accorded by way of Special Resolution. Hence, approval of the shareholders is being sought.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 5 of the Notice.

The Directors recommend the Resolutions as stated at Item Nos. 5 and 6 of the Notice for approval of the Members as Special Resolutions.

Item No. 7:

As per the provisions of Section 185 of the Companies Act, 2013, a company may give any loan, including any loan represented by a book debt to or give any guarantee or provide any security in connection with any loan taken by, any person/ entity in whom any of the Director(s) of the Company is/ are interested, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Special Resolution being recommended to the Members for their approval is an enabling resolution which will permit the Company to give loan(s)/guarantee(s) or security(ies) to the entities as mentioned in the resolution upto an amount not exceeding in aggregate Rs. 3,300 Crore (Rupees Three Thousand Three Hundred Crore only) at any point of time, as detailed in the resolution for their principal business requirements, from time to time, provided the following terms and conditions are followed:

1. all such actions involving loans, the interest amount charged to such entity shall not be at a rate lower than the prevailing yield of one year, three years, five years or ten years of Government Security closest to the tenure of the loan;
2. all such actions are negotiated at arm's length;
3. the loans are utilized by the borrowing Company for its principal business activities;
4. 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
5. all such actions are in compliance with the applicable laws.

The Board of Directors of the Company (which term shall include the Committee of the Board of Directors) would carefully evaluate proposal(s) and provide such loan(s), guarantee(s) or security(ies) through deployment of funds out of internal resources/ accruals and/ or any other appropriate sources, from time to time, only for principal business activities of such entity on the terms and conditions as stated above.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution as stated at Item No. 7 of the Notice for approval of the Members of the Company as a Special Resolution.

Item No. 8:

The Members of the Company had passed a resolution under Section 186 of the Companies Act, 2013, in their Annual General Meeting held on 28th September, 2021 permitting the Company to give any loan/ guarantee or to provide security in connection with a loan or to acquire (by way of subscription, purchase or otherwise) the securities of any other body corporate upto a sum not exceeding Rs. 500 Crore.

Considering the long term business plans of the Company, the Company may have to make loans/ investments and issue guarantees/ securities to persons or bodies corporate, from time to time beyond above limit.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, an approval of the members of the Company is required by way of a Special Resolution, to give any loan/ guarantee or to provide security in connection with a loan or to acquire (by way of subscription, purchase or otherwise) the securities of any other body corporate if it exceeds 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.

The Company proposes to obtain a general prior approval of members of the Company by means of a Special Resolution to give any loan/ guarantee or to provide security in connection with a loan to any person or other body corporate or to acquire by way of subscription, purchase or otherwise the securities of any subsidiary/ joint venture/ fellow subsidiary/associate company of the Company or of any other body corporate to any person to the extent of maximum Rs.3,000 Crores, outstanding at any point of time, notwithstanding the fact that the investments, loans, guarantees or securities so far

provided alongwith the investments, loans, guarantees or securities proposed to be made are in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the resolution as stated at Item No. 8 of the Notice for approval of the Members of the Company as a Special Resolution.

By Order of the Board of Directors

Date: 9th August, 2024
Place: Noida

Heera Lal
Company Secretary
ICSI Membership No:29783

Annexure

Necessary information as required to be provided under the Secretarial Standard - in respect of Directors being appointed forms part of this Notice.

Name of Director	Shri Nitesh Kumar	Shri Venkatesh Sonti
Date of Birth and Age	12 th March, 1970 (54 Years)	19 th July, 1958, 66 Years
Date of first appointment on the Board	25 th April, 2023	29 th November, 2023
Directors Identification Number	10132028	02829206
Qualification	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.	Bachelor's degree (Honours) in Mechanical Engineering from the University of Madras
Experience/ Expertise in Specific Functional Area	He had more than 29 years of experience in the field of EPC, Project Management, Construction, Planning, Sourcing and Customer Management.	He has around 42 years of rich experience in the Power Industry in India which includes more than two decades in the Wind Power Industry in various disciplines.
Directorship held in other Companies	<ul style="list-style-type: none"> • Sarayu Wind Power (Kondapuram) Private Limited • IGREL Mahidad Limited • IGREL Renewables Limited 	<ul style="list-style-type: none"> • Vasuprada Renewables Private Limited • Vuelta Wind Energy Private Limited • Waft Energy Private Limited • Haroda Wind Energy Private Limited • Khatiyu Wind Energy Private Limited • Vigodi Wind Energy Private Limited • Ravapar Wind Energy Private Limited • Aliento Wind Energy Private Limited • Flutter Wind Energy Private Limited
Membership / Chairmanship of other Companies	Nil	Nil
The Number of Meeting of the Board attended during the financial year 2023-24	11 out of 11 Board Meetings held during the Financial Year 2023-24	2 out of 2 entitled Board Meetings held during the Financial Year 2023-24
Remuneration last drawn	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company.	There is no inter-se relationship between Directors, Manager and other Key Managerial Personnel of the Company.
Shareholding in the Company	Nil	Nil

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED

(CIN: U40106GJ2020PTC112187)

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

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

Email id: investors.iwl@inoxwind.com

PROXY FORM

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

4th Annual General Meeting – 27th September, 2024

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

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DP ID :

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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 4th Annual General Meeting of the Company, to be held on Friday, the 27th September, 2024 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, 2024, the reports of the Board of Directors and Auditors thereon (Ordinary Resolution).			
2.	Appointment of Director in place of Shri Nitesh Kumar, Director (DIN: 10132028), who retires by rotation and, being eligible, seek re-appointment (Ordinary Resolution).			
Special Business:				
3.	Appointment of Shri Venkatesh Sonti (DIN: 02829206) as a Director of the Company (Ordinary Resolution).			
4.	Appointment of Shri Nitesh Kumar, Director (DIN: 10132028) as a Whole-time Director of the Company (Ordinary Resolution).			
5.	Approval for increase in borrowing powers of the Board from Rs.1,500 Crore to Rs.4,000 Crore (Special Resolution).			
6.	Approval to create charge or mortgage or sell, lease or otherwise dispose of the Undertaking of the Company as permitted under Section 180 (1) (a) of the Companies Act, 2013 (Special Resolution).			
7.	Approval giving Loans/ Guarantees/ Securities in connection with loan availed by any person in whom the Director is interested under Section 185 of the Companies Act, 2013 (Special Resolution).			
8.	Approval for giving Loans, Guarantees, providing Securities and Investments by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 (Special Resolution).			

Signed this _____ day of _____ 2024.

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.

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED

(CIN: U40106GJ2020PTC112187)

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

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

Email id: investors.iwl@inoxwind.com

ATTENDANCE SLIP

4th Annual General Meeting, Friday, 27th September, 2024 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 4th Annual General Meeting of the Company on Friday, 27th September, 2024 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.)