

# **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 2<sup>nd</sup> Extra Ordinary General Meeting of the Members of **Resco Global Wind Services Private Limited** will be held on Tuesday, the 17<sup>th</sup> day of August, 2021 at 10.00 A.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) 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 FOR ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with the Rules made there under including any amendment(s), re-enactment(s) or statutory modification(s) thereof for the time being in force, the existing Clause 3 (a) of the Memorandum of Association of the Company relating to the Objects to be pursued by the Company be altered by inserting a new Clause 2 after Clause 1 as under:

2. To carry on in India or abroad the business as engineering and procurement contractors, general engineers, mechanical engineers, civil engineers, general mechanical and civil contractors, to organise, undertake, layout, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model on behalf of clients as well as on its own in connection with any infrastructure development like procurement and development of land, civil construction, electrical, laying of evacuation and transmission facility, erection, installation & commissioning of wind farms and/ or wind power plants, solar farms and/ or solar power plants, thermal power plants, hydraulic power plants and all other types of power plants like biomass, solid wastes, by-product gases etc. and to provide consultancy and management services in respect of the above said activities.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of its powers conferred by this resolution on it, to any of its Directors or any other person and is authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

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

**Manjit Gurdas Ram Bhagria**  
**Director**

(DIN: 08673991)

Date: 24.06.2021

Place: Noida

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 in relation to 'Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')' read with General Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020 and No. 10/2021 dated 23<sup>rd</sup> June, 2021 in relation to 'Clarification on passing of Ordinary and Special Resolutions by companies under the Companies Act, 2013 and the Rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated 13<sup>th</sup> January, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue.
2. **GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this Meeting is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Considering the Meeting is being held through VC, Route Map for the venue is not required to be annexed to this Notice.
4. The attendance of the Members participating in the meeting through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Act, Register of Members and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the meeting by writing to the Company before the commencement of the Meeting a [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com).

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

Date: 24.06.2021  
Place: Noida

**Manjit Gurdas Ram Bhagria**  
**Director**  
(DIN: 08673991)

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

**Item No.1**

The Company intends to explore the opportunity to engage itself in the erection, procurement and construction (EPC) business on behalf of the clients and as well as on its own in connection with any infrastructure development of wind farms and all other types of power plants as detailed in the resolution. The existing Object Clause of the Memorandum of Association of the Company does not permit the Company to do EPC business. In order to pursue such activity, it is required to include the same in the Object Clause of the Memorandum of Association of the Company.

The Board is of the opinion that the Company from time to time may conveniently and advantageously independently undertake and/ combine the EPC business with the existing Operation and Maintenance (O & M) business so as to benefit the Company.

In terms of the provisions of the Companies Act, 2013, the alteration of the Object Clause of the Memorandum of Association of the Company requires consent of Members of the Company by way of passing a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Resolution as set out at Item No. 1 of the Notice for approval of the Members of the Company as a Special Resolution.

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

Date: 24.06.2021  
Place: Noida

**Manjit Gurdas Ram Bhagria**  
**Director**  
(DIN: 08673991)