

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED

(CIN: U40106GJ2020PTC112187)

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

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Email id: investors.iwl@inoxwind.com

NOTICE

Notice is hereby given that 4th Extra Ordinary General Meeting of the Members of **Resco Global Wind Services Private Limited** will be held on Monday, the 20th day of December, 2021 at 10.30 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 PURCHASE OF ASSETS OF A PROJECT UNDERTAKING OF WIND FOUR RENERGY PRIVATE LIMITED, A FELLOW SUBSIDIARY

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) to acquire/purchase of assets of a project undertaking such as capital work-in progress, accounts receivables and liabilities such as trade payables and inter-company loans of its fellow subsidiary, Wind Four Renergy Private Limited (WFRPL), a ‘Related Party’ within the meaning of Section 2(76) of the Companies Act, 2013 at such consideration and on other such terms and conditions including the means, methods or modes and the payment of consideration thereof and with such modifications as the Board of Directors of the Company may deem fit and appropriate in the best interest of the Company.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee be and are hereby severally authorized to finalize and execute the required transactional documents including but not limited to agreement(s) for purchase, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalize all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the shareholders.”

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

Manjit Gurdas Ram Bhagria
Director
(DIN: 08673991)

Date: 15.11.2021
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 5th 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 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd 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 13th 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.

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

Manjit Gurdas Ram Bhagria
Director
(DIN: 08673991)

Date: 15.11.2021
Place: Noida

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

Item No.1

The Company is contemplating to purchase of assets of a project undertaking such as capital Work-in progress, accounts receivables and liabilities such as trade payables and Inter-Company Loans of its fellow subsidiary, Wind Four Renergy Private Limited (WFRPL), a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 ('Proposed Transaction').

The Proposed Transaction would be completed by 31st December, 2021 subject to obtaining necessary approvals and consents of regulatory and government authorities and would be in the best interest of the Company .

Except Shri Manjit Gurdas Ram Bhagria, Director, none of the other Director 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 an Ordinary Resolution.

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

Date: 15.11.2021
Place: Noida

Manjit Gurdas Ram Bhagria
Director
(DIN: 08673991)