

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 5th Extra Ordinary General Meeting of the Members of **Resco Global Wind Services Private Limited** will be held on Tuesday, the 15th day of March, 2022 at 10.30 A.M. through Video Conferencing 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 an **Ordinary Resolution:**

APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTLY ALTERATION OF SHARE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, the Authorized Share Capital of the Company be and is hereby increased from the present Rs. 1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand only) Equity Shares of Rs.10/- (Rupees Ten only) to Rs. 50,01,00,000/- (Rupees Fifty Crore One Lakh only) divided into 5,00,10,000 (Five Crore Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating 5,00,00,000 (Five Crore) Equity Shares of Rs.10/-(Rupees Ten only) each ranking pari-passu in all respects with the existing Equity Shares of the Company."

"**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause as under:

5. The Authorised Share Capital of the Company is Rs. 50,01,00,000/- (Rupees Fifty Crore One Lakh only) divided into 5,00,10,000 (Five Crore Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things that 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**

Uday Shankar Prasad
Company Secretary

Date: 10.02.2022
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**

Uday Shankar Prasad
Company Secretary

Date: 10.02.2022
Place: Noida

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

Item No.1

The existing Authorised and Paid-up Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakh only) & Rs. 1,00,000/- (Rupees One Lakh only) respectively. The Company proposes to increase the Authorised Share Capital of the Company from the existing Rs.1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand) Equity Shares of Rs.10/- (Rupees Ten only) to Rs. 50,01,00,000/- (Rupees Fifty Crore One Lakh only) divided into 5,00,10,000 (Five Crore Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating 5,00,00,000 (Five Crore) Equity Shares of Rs.10/-(Rupees Ten only) each, ranking pari-passu in all respects with the existing Equity Shares of the Company, to accommodate the issuance of further Equity Shares in future.

The increase in Authorised Share Capital of the Company involves the alteration of Share Capital clause of the Memorandum of Association of the Company.

In terms of the provisions of the Companies Act, 2013, the alteration of the Share Capital clause requires consent of Members of the Company by way of passing of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is/are directly or indirectly concerned or interested in the passing of the Ordinary Resolution.

The Board recommends passing of the Resolution as set out in the Notice as an Ordinary Resolution.

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

Uday Shankar Prasad
Company Secretary

Date: 10.02.2022
Place: Noida