

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 6th Extra Ordinary General Meeting of the Members of **Resco Global Wind Services Private Limited** will be held on Friday, the 17th day of June, 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 **Special Resolution:**

APPROVAL FOR CONVERSION OF LOAN INTO SHARES IN CASE OF DEFAULT OF PAYMENT

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and subject to all such approvals, permissions or sanctions, if any, of the appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board in respect of the financial assistance extended/ to be extended by 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 including but not limited to Non Banking Finance Companies (“hereinafter referred to as Lender(s)”), 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, whether secured or unsecured, such that only in the event of default, the Lender(s) at its option shall have the right to convert its outstanding facility or part thereof (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Lender(s) under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) into Equity Shares of the Company on such terms and conditions of such lending arrangements and or as deemed appropriate by the Board and at a price to be determined mutually at the time of conversion.”

“**RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall issue and allot the requisite number of fully paid-up Shares in the Company to the Lender(s).”

“**RESOLVED FURTHER THAT** the Equity Shares if so allotted and issued to the Lender(s) pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise

to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

Uday Shankar Prasad
Company Secretary

Date: 26.05.2022
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: 26.05.2022
Place: Noida

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

Item No.1

To meet the fund requirements, the Company has availed/ may avail credit facilities/ financial assistance from 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 including but not limited to non banking finance companies.

Generally, one of the terms of the sanction provides that in the event of default of payment by the Company under the lending arrangements, Lender(s) may be entitled to exercise the option to convert whole or part of their outstanding facility into equity shares of the Company.

Accordingly, the Board recommends the resolution as set out in the notice to enable the Lender(s) to convert at their option, the whole or part of their respective outstanding financial assistance into equity shares of the Company in terms of the lending arrangements, entered/ to be entered and as may be specified by the Lender(s) under the financing documents already executed/ to be executed in respect of the financial assistances availed/ to be availed, upon such terms and conditions including price of conversion as may be deemed appropriate by the Board upon mutual discussion and in accordance with the applicable laws at the time of such conversion.

Since decisions for raising the financial assistance or agreeing to terms and conditions for raising the financial assistance (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the Members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the Members.

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 Special Resolution.

The Board recommends passing of the Resolution as set out in the Notice as a Special Resolution.

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

Uday Shankar Prasad
Company Secretary

Date: 26.05.2022
Place: Noida