

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 7th Extra Ordinary General Meeting of the Members of **Resco Global Wind Services Private Limited** will be held on Friday, the 25th day of November, 2022 at 10.30 A.M. 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. 50,01,00,000/- (Rupees Fifty Crore One Lakh only) divided into 5,00,10,000 (Five Crore Ten Thousand only) Equity Shares of Rs.10/- (Rupees Ten only) to Rs. 110,01,00,000/- (Rupees One Hundred Ten Crore One Lakh only) divided into 11,00,10,000 (Eleven Crore Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating 6,00,00,000 (Six 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. 110,01,00,000/- (Rupees One Hundred Ten Crore One Lakh only) divided into 11,00,10,000 (Eleven 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."

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

APPROVAL FOR INCREASE IN BORROWING POWERS OF THE BOARD FROM RS. 800 CRORE TO RS. 1500 CRORE

"**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. 1500,00,00,000 (Rupees One Thousand Five Hundred 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.”

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

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

“**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, 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.”

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

Uday Shankar Prasad
Company Secretary

Date: 01.11.2022
Place: Noida

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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. Members should bring their Attendance slip/ sheet duly completed for attending the Meeting.
4. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item Nos. 1 to 3 as set out above is annexed herewith.
5. Members desiring any relevant information on the accounts at the Extra Ordinary General Meeting are requested to write to the undersigned at its Corporate Office, so as to enable the Company to keep the information ready.
6. Corporate Members intending to send their Authorised Representative(s) to attend the Extra Ordinary General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Extra Ordinary General Meeting.

7. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office's on all working days (except Saturdays, Sundays and Public Holidays) upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at Inox Towers, Plot No. 17, Sector -16A, Noida – 201301 , Uttar Pradesh and also at the Meeting.

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

Date: 01.11.2022
Place: Noida

Uday Shankar Prasad
Company Secretary

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. 50,01,00,000/- (Rupees Fifty Crore One Lakh only) & Rs. 50,01,00,000/- (Rupees Fifty Crore One Lakh only) respectively. The Company proposes to increase the Authorised Share Capital of the Company from the existing 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) to Rs. 110,01,00,000/- (Rupees One Hundred Ten Crore One Lakh only) divided into 11,00,10,000 (Eleven Crore Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating 6,00,00,000 (Six 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.

Item Nos. 2 & 3

The Members of the Company at their 3rd Extra-ordinary General Meeting held on 20th October, 2021, 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. 800 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. 1500 Crore from the present limit of Rs. 800 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 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. 2 and 3 of the Notice.

The Directors recommend the Resolutions as stated at Item No. 2 and 3 of the Notice for approval of the Members as Special Resolutions.

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

Uday Shankar Prasad
Company Secretary

Date: 01.11.2022
Place: Noida

PROXY FORM

[Form No. MGT-11]

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

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED
(CIN: U40106GJ2020PTC112187)

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

Telephone: 0265-6198111

Email id: investors.iwl@inoxwind.com

7th Extra Ordinary General Meeting – Friday, 25th November, 2022 at 10.30 A.M.

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

DP ID :

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 7th Extra Ordinary General Meeting of the Company, to be held on Friday, 25th November, 2022 at 10.30 A.M. at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301 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
Special Business				
1.	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			
2.	Approval for increase in borrowing powers of the Board from Rs. 800 Crores to Rs. 1500 Crore			
3.	Approval to create charge or sell, lease or dispose of the undertaking of the Company as permitted under Section 180 (1) (a) of the Companies Act, 2013			

Signed this _____ day of _____ 2022.

Affix a
Revenue
Stamp not less
than Re. 1

Signature of Shareholder

Signature of Proxy Holder(s)

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.
3. The route map of the Venue of the Meeting is enclosed.

ATTENDANCE SLIP

[To be handed over at the entrance of Meeting Hall]

RESCO GLOBAL WIND SERVICES PRIVATE LIMITED
(CIN: U40106GJ2020PTC112187)

Registered Office: 301, ABS Tower, Old Padra Road, Vadodara Gujarat 390007
Telephone: 0265-6198111
Email id: investors.iwl@inoxwind.com

ATTENDANCE SLIP

7th Extra Ordinary General Meeting, Friday, 25th November, 2022 at 10.30 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.

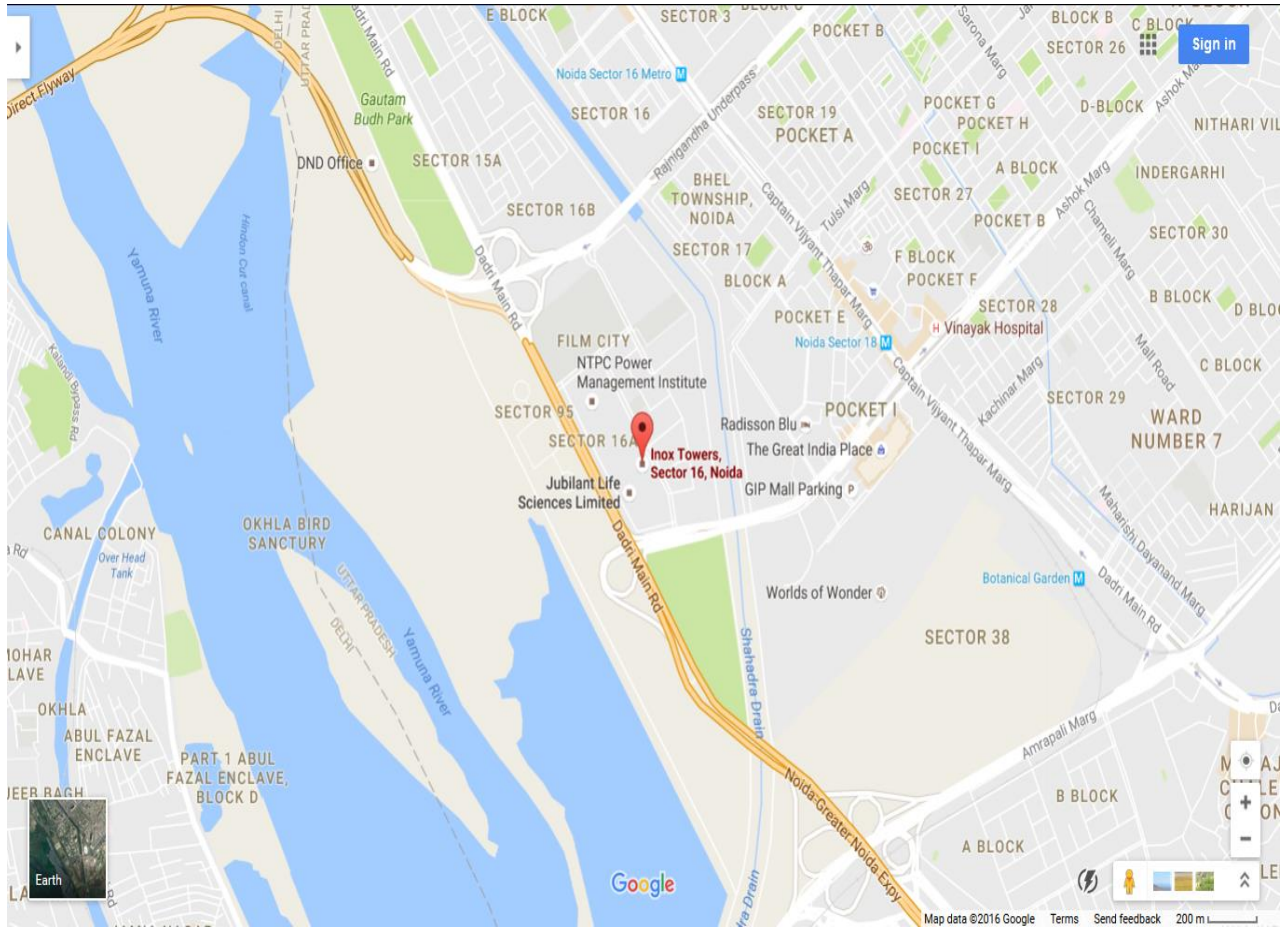
I hereby record my presence at the 7th Extra Ordinary General Meeting of the Company on Friday, 25th November, 2022 at 10.30 A.M. at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301, Uttar Pradesh

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



Inox Towers, Plot No. 17, Sector – 16A, Noida – 201301, Uttar Pradesh