

# **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 **8<sup>th</sup> Extra Ordinary General Meeting** of the Members of **Resco Global Wind Services Private Limited** will be held on **Tuesday, the 10<sup>th</sup> day of January, 2023 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. 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 to Rs. 136,00,00,000/- (Rupees One Hundred Thirty Six Crore only) divided into 13,60,00,000 (Thirteen Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating 2,59,90,000 (Two Crore Fifty Nine Lakh Ninety Thousand) 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. 136,00,00,000/- (Rupees One Hundred Thirty Six Crore only) divided into 13,60,00,000 (Thirteen Crore Sixty Lakh) 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:**

#### **TO APPROVE THE ISSUANCE OF UPTO 2,50,00,000 EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS TO INOX WIND LIMITED, PROMOTER AND HOLDING COMPANY, FOR CONSIDERATION OTHER THAN CASH**

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 & the Companies (Share Capital and Debenture) Rules, 2014 and other relevant Rules made there under (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the

time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to offer, issue and allot, in one or more tranches, upto 2,50,00,000 (Two Crore Fifty Lakh) fully paid equity shares of face value of Rs.10/- each aggregating to Rs. 25,00,00,000 (Rupees Twenty Five Crore only) to Inox Wind Limited (IWL) (CIN: L31901HP2009PLC031083), Promoter and Holding Company ('Identified Investor'/ 'Proposed Allottee'), at an issue price of Rs. 20.00 per share (including premium of Rs.10.00 per equity share), as determined in accordance with the Valuation Report dated 9<sup>th</sup> December, 2022 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of repayment of existing unsecured Inter Corporate Deposit (ICD) of upto Rs. 50,00,00,000, by way of a preferential issue through private placement, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion thinks fit after mutual discussion with the proposed allottee and as mentioned in the Explanatory Statement annexed hereunto to this Notice"

**"RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now from the proposed allottee as existing unsecured ICD granted to the Company by the proposed allottee from time to time shall be adjusted towards the same."

**"RESOLVED FURTHER THAT** the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing shares of the Company in all respects."

**"RESOLVED FURTHER THAT** the Board of Directors or any officer/ executive/ representative and/ or any other person so authorized by the Board, be and are hereby authorized severally, on behalf of the Company to make any modification(s), change(s), variation(s), alteration(s) or revision(s) stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/ consultants and advisors and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

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

Date: 17.12.2022  
Place: Noida

**Uday Shankar Prasad**  
**Company Secretary**  
ACS-28282  
**Inox Towers, Plot No.17, Sector-16A,**  
**Noida-201301**

**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 and 2 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.

**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. 110,01,00,000/- (Rupees One Hundred Ten Crore One Lakh only) & Rs. 109,26,15,000 /- (Rupees One Hundred Nine Crore Twenty Six Lakh Fifteen Thousand only) respectively. The Company proposes to increase the Authorised Share Capital of the Company from the existing 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 to Rs. 136,00,00,000/- (Rupees One Hundred Thirty Six Crore only) divided into 13,60,00,000 (Thirteen Crore Sixty Lakh Equity Shares of Rs. 10/- (Rupees Ten only) each by creating 2,59,99,000 (Two Crore Fifty Nine Lakh Ninety Nine Thousand) 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 Item No. 1 as an Ordinary Resolution.

**Item No. 2**

To meet the company's working capital requirements, the Company had taken inter-corporate deposits (ICD) from its Promoter and Holding company, Inox Wind Limited from time to time.

The Board of Directors of the Company at its meeting held on 17<sup>th</sup> December, 2022 has considered and approved the proposal of repayment of Inter Corporate Deposit (ICD) owed to Inox Wind Limited (proposed allottee) by way of conversion of ICD aggregating upto Rs. 50 Crore into equity shares of the Company as detailed in the resolution set out in Item No. 2 of this Notice, on a preferential issue basis through private placement at an issue price of Rs. 20/- per equity share (including premium of Rs. 10/- per equity share as determined in accordance with the Valuation Report dated 9<sup>th</sup> December, 2022 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi.

No subscription money in respect of the equity shares to be allotted shall be received from the proposed allottee as existing unsecured ICD received by the company for the proposed allottee from time to time shall be adjusted towards the same.

The proposed preferential issue for consideration other than cash will be subject to conditions including receipt of shareholder's approval, compliance with the provisions of Companies Act 2013, as amended from time to time and shall be in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and other applicable rules, regulations of the appropriate authorities.

The equity shares proposed to be allotted shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

Pursuant to provisions of Section 42 and Section 62(1)(c) of Companies Act, 2013 (the “Act”) read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014, any preferential allotment of securities needs to be approved by the shareholders by way of a Special Resolution.

The following are the details of the proposed preferential issue which have been disclosed in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time:

**(a) The objects of the preferential issue:**

The object of the preferential issue is repayment of the ICD amounting to Rs.50,00,00,000 (Rupees Fifty Crore only) owed to Inox Wind Limited, Promoter and Holding Company.

**(b) Total no. of shares to be issued:**

The Board intends to offer, issue and allot upto 2,50,00,000 equity shares of Rs. 10 each fully paid-up to the proposed allottee through this preferential issue by way of private placement on non-cash basis and the value/price of equity shares of Issuer Company has been determined in accordance with the Valuation Report dated 9<sup>th</sup> December, 2022 issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi

**(c) The price or price level at/within which the allotment is proposed:**

The price of equity shares to be issued shall be Rs. 20.00 per equity share (inclusive of premium Rs. 10.00 per share as premium) as per the price that has been arrived on the basis of the Valuation Report of Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi dated 9<sup>th</sup> December, 2022. The office address of Shri Hitesh Jhamb is A- 259, Portion II, Defence Colony, New Delhi- 110024.

**(d) Basis on which the price has been arrived at alongwith the report of the registered valuer:**

The price of Rs. 20.00 per equity share, has been arrived on the basis of the Valuation Report dated 9<sup>th</sup> December, 2022 issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi.

**(e) Relevant date with reference to which the price has been arrived at:**

The price has been determined pursuant to the Valuation Report dated 9<sup>th</sup> December, 2022 obtained from Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi. The aforesaid valuation report will be made available for inspection on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the Extra-ordinary General Meeting.

**(f) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to Promoter and Holding Company.

**(g) Intention of the Promoters/ Directors/ Key Managerial Personnel of the Company to subscriber to the offer:**

The Promoter/Holding Company, Inox Wind Limited intends to subscribe to the proposed issue in lieu of their debt owed by the Company.

**(h) Proposed time within which the allotment shall be completed:**

The Company shall make the allotment of securities, in one or more tranches, within 60 days of the receipt of the signed application form from proposed allottee and shall complete all the allotment(s) within 12 months of passing of the Special Resolution by the Shareholders.

**(i) The identity details of the proposed allottees in the preferential issue and the percentage of post preferential offer capital that may be held by then :**

The details of the allottee, the percentage of pre and post preferential issue capital post this preferential issue:

| S. No.       | Identity of the Allottee | Category | Pre -Issue Holding   |               | Post-Issue Holding   |               |
|--------------|--------------------------|----------|----------------------|---------------|----------------------|---------------|
|              |                          |          | No. of shares        | % of holding  | No. of shares        | % of holding  |
| 1.           | Inox Wind Limited (IWL)  | Promoter | 10,92,61,500*        | 100.00        | 13,42,61,500*        | 100.00        |
| <b>Total</b> |                          |          | <b>10,92,61,500*</b> | <b>100.00</b> | <b>13,42,61,500*</b> | <b>100.00</b> |

\* includes 10 shares held by 1 individual as a nominee of IWL.

**(j) The change in control, if any, in the company that would occur consequent to the preferential offer:**

No such change will occur consequent to this preferential offer.

**(k) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotment of shares on preferential basis during the year.

**(l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The issue price of equity share has been arrived on the basis of the Valuation Report dated 9<sup>th</sup> December, 2022 obtained from Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi. The price of equity shares to be issued shall be Rs. 20.00 per Equity Share (inclusive of Rs. 10.00 per share as premium) as per the aforesaid valuation report. The aforesaid valuation report will be made available for inspection on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the Extra-ordinary General Meeting.

**(m) Pre and Post Shareholding Pattern of the Company :**

| S. No.   | Category                  | Pre-issue   |                    | Post-issue  |                    |
|----------|---------------------------|---|--------------------|---|--------------------|
|          |                           | No. of shares held of face value of Rs. 10/- each | % of share holding | No. of shares held of face value of Rs. 10/- each | % of share holding |
| <b>A</b> | <b>Promoters' holding</b> |   |                    |   |                    |
| 1        | Indian                    |   |                    |   |                    |
| i.       | Individual                | 10*   | 0.00               | 10*   | 0.00               |
| ii.      | Bodies corporate          | 10,92,61,490                                      | 100.00             | 13,42,61,490                                      | 100.00             |
| 2        | Foreign promoters         | -   | -                  | -   | -                  |
|          | <b>Sub-total (A)</b>      | <b>10,92,61,500</b>                               | <b>100.00</b>      | <b>13,42,61,500</b>                               | <b>100.00</b>      |

|          |                               |                     |               |                     |               |
|----------|-------------------------------|---------------------|---------------|---------------------|---------------|
| <b>B</b> | <b>Non-promoters' holding</b> |                     |               |                     |               |
| 1        | Institutional investors       | -                   | -             | -                   | -             |
| 2        | Non-institution               |                     |               |                     |               |
| i.       | Private corporate bodies      | -                   | -             | -                   | -             |
| ii.      | Directors and relatives       | -                   | -             | -                   | -             |
| iii.     | Indian public                 | -                   | -             | -                   | -             |
| iv.      | Others (including NRIs)       | -                   | -             | -                   | -             |
|          | <b>Sub-total (B)</b>          | <b>0</b>            | <b>-</b>      | <b>0</b>            | <b>-</b>      |
|          | <b>Grand Total</b>            | <b>10,92,61,500</b> | <b>100.00</b> | <b>13,42,61,500</b> | <b>100.00</b> |

\* Shri Mukesh Manglik, Director of the Company holds 10 equity shares as a nominee of Inox Wind Limited.

**(n) Principal terms of assets charged as securities:** Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 2 of the Notice.

The Board of Directors of the Company are of the opinion that the proposed preferential issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution as set out at Item 2 of the accompanying Notice for the approval of Members as a Special Resolution.

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

Date: 17.12.2022  
Place: Noida

**Uday Shankar Prasad**  
**Company Secretary**  
ACS-28282  
**Inox Towers, Plot No.17, Sector-16A,**  
**Noida-201301**

# 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](mailto:investors.iwl@inoxwind.com)

**8<sup>th</sup> Extra Ordinary General Meeting – Tuesday, 10<sup>th</sup> January, 2023 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 8<sup>th</sup> Extra Ordinary General Meeting of the Company, to be held on Tuesday, 10<sup>th</sup> January, 2023 at 10.30 A.M. at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301, U.P. 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.                | To approve the issuance of a upto 2,50,00,000 Equity Shares of the Company on preferential basis to Inox Wind Limited, Promoter and Holding Company, for consideration other than cash |  |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

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](mailto:investors.iwl@inoxwind.com)

## ATTENDANCE SLIP

**8<sup>th</sup> Extra Ordinary General Meeting, Tuesday, 10<sup>th</sup> January, 2023 at 10.30 A.M.**

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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 8<sup>th</sup> Extra Ordinary General Meeting of the Company on Tuesday, 10<sup>th</sup> January, 2023 at 10.30 A.M. at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301, U.P.

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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