

# **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 **9<sup>th</sup> Extra Ordinary General Meeting** of the Members of **Resco Global Wind Services Private Limited** will be held on **Monday, the 27<sup>th</sup> day of March, 2023 at 10.30 A.M.** at Corporate Office of the Company situated at INOXGFL 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 a **Special Resolution:**

### **APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION (“AOA”) TO INSERT A CLAUSE WITH RESPECT TO APPOINTMENT OF NOMINEE DIRECTOR**

"**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members be and is hereby accorded to alter the the Articles of Association of the Company by inserting one more additional clause as under:

#### **Clause 65:**

- (i) Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities or through Debenture Trustees or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid entities in respect of any financial obligation or commitment of the Company remains outstanding in terms of payment of interest or repayment of principal amount, then in that event any of the said financial institutions or Debenture Trustees or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company in accordance with the applicable laws.
- (ii) The aforesaid financial institutions or Debenture Trustees or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the aforesaid financial institutions or Debenture Trustees or such other financing entities and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office.
- (iii) The appointed Nominee Director shall:
  - (a) be a non-executive director on the Board of Directors and shall not be responsible for the day-to-day management and operations of the Company;

- (b) be entitled to receive all notices, agenda, etc. and attend all general meetings and Board meetings of the Company (including meetings of the committees of the Board of Directors of the Company, if any);
  - (c) not be liable to retire by rotation nor required to hold any qualification shares; and
  - (d) be eligible to be appointed on all key committees of the Board of Directors of the Company.
- (iv) The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to such lending financial institution and the same shall accordingly be paid by the Company directly to such lending financial institution. Any expenses that may be incurred by such lending financial institution or such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to such lending financial institution or as the case may be to such Nominee Directors.”

**“RESOLVED FURTHER THAT** shareholders of the Company be and are hereby adopts a new set of Articles of Association by considering the above-mentioned alteration with the respective changes in serial numbers accordingly.”

**“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**

Date: 06.03.2023  
Place: Noida

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

**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 INOXGFL 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**

Member are informed that SEBI vide its notification dated 2<sup>nd</sup> February, 2023, bearing reference number SEBI/LAD-NRO/GN/2023/119 (“SEBI Notification”), amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI NCS Regulations”) wherein it mandated that Articles of Association (“AOA”) of an issuer of debt securities should contain a clause authorising the Board of Directors of such issuer company to appoint a person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board. Further, in case AOA of issuer companies whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director by Debenture Trustee then such issuer companies should amend their AOA on or before 30<sup>th</sup> September, 2023.

Members are requested to note that the Company is in the process of issuing debt listed securities in terms of the SEBI NCS Regulations and the existing AOA of the Company does not contain any provision with respect to appointment of Nominee Director by the Financial Institution(s) or Debenture Trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

In order to make the Articles of Association of the Company to comply with the above-mentioned requirements, it is proposed to insert new clause w.r.t. the appointment of Nominee Director in the AOA of the Company. The consent of the members of the Company by way of a Special Resolution is required for alteration of Articles of Association of the Company. Accordingly, this matter is being placed before the Shareholders for their approval.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The Board recommends passing of the Resolution as set out in the Notice as Item No. 1 as a Special Resolution.

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

Date: 06.03.2023  
Place: Noida

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

# 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]

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**(CIN: U40106GJ2020PTC112187)**

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Telephone: 0265-6198111  
Email id: [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)

**9<sup>th</sup> Extra Ordinary General Meeting – Monday, 27<sup>th</sup> March, 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 9<sup>th</sup> Extra Ordinary General Meeting of the Company, to be held on Monday, 27<sup>th</sup> March, 2023 at 10.30 A.M. at INOXGFL 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]

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## ATTENDANCE SLIP

**9<sup>th</sup> Extra Ordinary General Meeting – Monday, 27<sup>th</sup> March, 2023 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 9<sup>th</sup> Extra Ordinary General Meeting of the Company, to be held on Monday, 27<sup>th</sup> March, 2023 at 10.30 A.M. at INOXGFL Towers, Plot No. 17, Sector 16A, Noida – 201301, U.P.

\_\_\_\_\_

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



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