

IWISL: NOI: NCD: 2021

8<sup>th</sup> October, 2021

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

**Sub: Notice of 19<sup>th</sup> Extra- Ordinary General Meeting (EGM)**

Dear Sirs,

In furtherance to our letter no.: IWISL:NOI:NCD:2021 dated 6<sup>th</sup> October, 2021 and pursuant to Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pleased find enclosed a copy of the Notice of 19<sup>th</sup> Extra-Ordinary General Meeting (EGM) of the Company scheduled to be held on Thursday, 21<sup>st</sup> October, 2021 at 10.30 A.M. (IST) in compliance with the various circulars issued by the Ministry of Corporate Affairs.

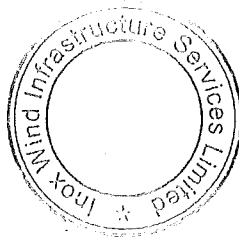
The Notice of EGM is being sent to all the shareholders. Notice of EGM is also being made available on the Company's website at [www.iwisl.com](http://www.iwisl.com).

We request you to take the above on record.

Thanking You

Yours faithfully,  
For **Inox Wind Infrastructure Services Limited**

VINEET  
VALENTIN  
E DAVIS  
**Vineet Valentine Davis**  
Director  
DIN:06709239



Encl.: As above

## **INOX WIND INFRASTRUCTURE SERVICES LIMITED**

(CIN: U45207GJ2012PLC070279)

**Registered Office:** Survey No. 1837 & 1834 at Moje Jetalpur, ABS Towers, Second Floor,  
Old Padra Road, Vadodara Gujarat - 390 007

**Telephone:** 0265-6198111/2330057, **Fax:** 0265-2310312

**Email id:** investors.iwl@inoxwind.com

### **NOTICE OF 19<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING**

**Notice** is hereby given that **19<sup>th</sup> Extra Ordinary General Meeting** of the Members of **Inox Wind Infrastructure Services Limited** will be held on **Thursday, the 21<sup>st</sup> day of October, 2021 at 10:30 A.M. at Corporate Office of the Company** situated at Inox Towers, Plot No. 17, Sector 16A, Noida – 201301, Uttar Pradesh to transact the following business:

#### **SPECIAL BUSINESS:**

1. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

#### **Approval for increase of 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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the Rules framed thereunder and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 205,00,00,000/- (Rupees Two Hundred Five Crore only) divided into 20,50,00,000 (Twenty Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 440,00,00,000/- (Rupees Four Hundred Forty Crore only) divided into 24,00,00,000 (Twenty four Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crore only) and 20,00,00,000 (Twenty Crore) Preference Shares of Rs. 10/-(Rupees Ten only) each totalling to Rs. 200,00,00,000/- (Rupees Two Hundred Crore only)."

**"RESOLVED FURTHER THAT** pursuant to Section 13 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 Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs. 440,00,00,000/- (Rupees Four Hundred Forty Crore only) divided into 24,00,00,000 (Twenty Four Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crore only) and 20,00,00,000 (Twenty Crore) Preference Shares of Rs.10/-(Rupees Ten only) each totalling to Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) with power to increase or reduce the capital of the Company, divide the shares in the capital for the time being, into several classes to attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions, as may be determined by or in accordance with Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be, for the time being, stated in the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company 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."

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

**Approval for change of name of the Company and consequential alteration to the Memorandum of Association and Articles of Association of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs and any other appropriate Regulatory Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from 'Inox Wind Infrastructure Services Limited' to 'Inox Green Energy Services Limited' or such other name as may be approved by the Registrar, Central Registration Centre, Ministry of Corporate Affairs."

**"RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents shall stand altered as below:

- Clause I (Name clause) of Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other relevant documents, papers and places, as applicable, the name 'Inox Wind Infrastructure Services Limited' will be substituted with the new name 'Inox Green Energy Services Limited' or such other name as may be approved by the Registrar, Central Registration Centre, Ministry of Corporate Affairs."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company, to make, sign, execute and file necessary applications, forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Central Government, Ministry of Corporate Affairs and such other Regulatory Authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

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

**Approval for issuance of Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares on private placement basis to Inox Wind Limited, Promoter of the Company, for consideration other than cash**

**"RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Prospectus and Allotment of Securities) Rule, 2014 and the Companies (Share Capital and Debentures Rules, 2014, and other applicable provisions, if any, as may be amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and

modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include IWISL Committee of the Board of Directors for Operations) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 20,00,00,000 (Twenty Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the Company, of the face value of Rs. 10 each, fully paid up, at par, for an aggregate value not exceeding Rs. 200,00,00,000 (Rupees Two Hundred Crore only) ("NCPRPS"), in one or more tranches, from time to time, as may be decided by the Board under this offer, to Inox Wind Limited (IWL) (CIN: L31901HP2009PLC031083), Promoter of the Company, for a consideration other than cash in lieu of their inter - corporate deposits (alongwith interest accrued thereon) (ICDs) given by IWL and payables on account of supply of material/services/ others from time to time, in part or in entirety, on a private placement basis."

**"RESOLVED FURTHER THAT** upon allotment of the NCPRPS to the Promoter pursuant to conversion of a part/ whole of their inter - corporate deposits (alongwith interest accrued thereon) given by IWL and payables on account of supply of material/services/ others from time to time into NCPRPS, their outstanding amount shall stand reduced to the extent of issuance of NCPRPS and ICDs to the extent of issuance of NCPRS shall cease to carry any interest from the date of allotment of the NCPRPS."

**"RESOLVED FURTHER THAT** the said NCPRPS shall not be listed with any Stock Exchange."

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the terms of issue of NCPRPS are as follows:

- (i) NCPRPS shall rank for dividend in priority to the Equity Shares of the Company;
- (ii) The holders of NCPRPS will be entitled to receive a participatory dividend in a financial year in which the Company pays dividend to its equity shareholders (Participatory dividend). Such participatory dividend will be payable at the same rate as the dividend paid on the equity shares;
- (iii) NCPRPS shall, in case of winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares and shall also be entitled to participation in profits or assets or surplus funds, on the event of winding-up which may remain after the entire capital has been repaid;
- (iv) Holders of NCPRPS shall be paid dividend on a non-cumulative basis;
- (v) NCPRPS shall not be convertible into Equity Shares;
- (vi) NCPRPS shall not carry any voting rights;
- (vii) NCPRPS shall be redeemable at par, at any time within a period not exceeding 5 (five) years from the date of allotment as per the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to decide and approve the other terms and conditions of issue of NCPRPS and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act and other applicable laws and 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, deems fit 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 for the purpose of giving effect to this resolution."

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

**Authorisation for transfer of Erection, Procurement and Commissioning (EPC) business of the Company to Resco Global Wind Services Private Limited, currently a wholly owned subsidiary**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell, lease, assign, hive off, dispose off or otherwise transfer to Resco Global Wind Services Private Limited, currently a wholly owned subsidiary and a ‘Related Party’ within the meaning of Section 2(76) of the Companies Act, 2013, the Erection, Procurement and Commissioning (EPC) business of the Company, on a slump sale basis, at such price and on such terms and conditions including the means, methods or modes and the receipt of consideration thereof and with such modifications as the Board of Directors of the Company may deem fit and appropriate in the best interest of the Company.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee be and are hereby severally authorized to finalize and execute the required transactional documents including but not limited to agreement(s) for sale, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalize all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the shareholders and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

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

**Approval for conversion of Series D & E - 4% Optionally Convertible Debentures of Rs. 1,000/- each of the Company aggregating Rs. 200 Crores which are held by Inox Wind Limited (Holding Company) into 2,48,01,587 Equity Shares of the Company**

**“RESOLVED THAT** pursuant to Section 42, 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws, relevant provisions of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to issue and allot 2,48,01,587 Equity shares of face value of Rs.10/- each, at a price of Rs. 80.64 (inclusive of premium of Rs. 70.64 per share), fully paid up, by conversion of Series D and E – 4% Optionally Convertible Debentures of Rs. 1,000/-each of the Company aggregating Rs. 200 Crores (“OCDs”) into Equity Shares of the Company.

**“RESOLVED FURTHER THAT** the Equity Shares allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors or any Officer(s)/ Authorised Representative(s) of the Company and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental to give effect to this resolution.”

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

**APPROVAL FOR DELETION OF ARTICLE NO. 83 PERTAINING TO THE COMMON SEAL FROM THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Rules made there under including any amendment(s), re-enactment(s) or statutory modification(s) thereof, the approval of the Company be and is hereby accorded to delete the following Article No. 83 of the Articles of Association from the existing Memorandum & Articles of Association of the Company:

**COMMON SEAL**

83. (i) The Common Seal of the Company may be made either of metal or of rubber as the directors may decide.
- (ii) The Board shall provide for the safe custody of the Company's Common Seal.
- (iii) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or/of a Committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors of the Company or at least one Director and Secretary or any other person duly authorized by the Board/Committee, both of whom shall sign every instrument to which the seal of the Company is so affixed in their presence.”

**“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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 6,20,040 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI LAL SINGH FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 6,20,040 (Six Lac Twenty Thousand Forty) fully paid equity shares of face value of Rs. 10/- each to Shri Lal Singh (Proprietor of M/s. Lal Singh & Construction Company, hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 5,00,00,000 (Rupees Five Crore only), by way of preferential issue, 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:

| Name, Occupation, PAN, Address of Proposed Allottee   | No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share | Amount of consideration other than cash (in Rs.) | Details of consideration other than cash   |
|---|--|--|--|
| Shri Lal Singh<br>(for and on behalf of M/s. Lal Singh & Construction Company)<br><b>Occupation:</b><br>Business<br><b>PAN:</b><br>CGAPS9478N<br>Address: V/P- Bonada, Tehsil- Pokaran - 341050, Dist. – Jaisalmer, Rajasthan | 6,20,040   | 5,00,00,000                                      | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time." |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 6,20,040 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI DALWINDER SINGH CHAHAL, SHRI PARWINDER SINGH CHAHAL AND SHRI DALJIT SINGH CHAHAL FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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" which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 6,20,040 (Six Lac Twenty Thousand Forty) fully paid equity shares of face value of Rs. 10/- each to Shri Dalwinder Singh Chahal, Shri Parwinder Singh Chahal and Shri Daljit Singh Chahal (Partners of Bharat Cargo Movers, a partnership firm, on behalf of their firm, hereinafter collectively referred to as 'Proposed Allottee'), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 5,00,00,000 (Rupees Five Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>   | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|--|---|---|--|
| Shri Dalwinder Singh Chahal<br>(on behalf of partnership firm Bharat Cargo Movers)<br><b>Occupation:</b> Business<br><b>PAN:</b> ABFPC2586D<br>Address: S/o Daljit Singh, Plot No. 137, Opp. Bachpan School, Ward 3/A, Gandhidham, Kachchh, Gujarat – 370205 | 2,48,016  | 2,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time." |
| Shri Parwinder Singh Chahal<br>(on behalf of partnership firm Bharat Cargo Movers)<br><b>Occupation:</b> Business<br><b>PAN:</b> ABFPC2588P<br>Address: S/o Daljit Singh, Plot No. 137, Opp. Bachpan School, Ward 3/A, Gandhidham, Kachchh, Gujarat – 370205 | 2,48,016  | 2,00,00,000   |  |
| Shri Daljit Singh Chahal<br>(on behalf of partnership firm Bharat Cargo Movers)<br><b>Occupation:</b> Business<br><b>PAN:</b> ABFPC2587C<br>Address: S/o Inder Singh, Plot No. 137, Opp. Bachpan School, Ward 3/A, Gandhidham, Kachchh, Gujarat – 370205     | 1,24,008  | 1,00,00,000   |  |

**"RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 1,24,008 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI RAJKUMAR NANDLAL GUPTA AND MRS. NEHA RAJKUMAR GUPTA FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 1,24,008 (One Lac Twenty Four Thousand Eight) fully paid equity shares of face value of Rs. 10/- each to Shri Rajkumar Nandlal Gupta and Mrs. Neha Rajkumar Gupta (Partners of Kandla Earth Movers, a partnership firm, on behalf of their firm, hereinafter collectively referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 1,00,00,000 (Rupees One Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>  | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|---|---|---|--|
| Shri Rajkumar Nandlal Gupta<br>(on behalf of partnership firm Kandla Earth Movers)<br><b>Occupation:</b> Business<br><b>PAN:</b> ABFPG8943E<br>Address: Plot No. 159, Sector-1/A, Near Tagore Road, Kutch, Gandhidham – 370201, Gujarat | 62,004  | 50,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time.” |
| Mrs. Neha Rajkumar Gupta<br>(on behalf of partnership firm Kandla Earth Movers)   | 62,004  | 50,00,000   |  |

| Name, Occupation, PAN, Address of Proposed Allottee   | No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share | Amount of consideration other than cash (in Rs.) | Details of consideration other than cash |
|---|--|--|--|
| <b>Occupation:</b> Business<br><b>PAN:</b> AFFPG6871D<br>Address: Plot No. 159, Sector-1/A, Near Tagore Road, Kutch, Gandhidham – 370201, Gujarat |  |  |  |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 3,72,024 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI DOWPATI SIVA AND MRS. CHALLAGUNDLA SUDHARANI FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 3,72,024 (Three Lac Seventy Two Thousand Twenty Four) fully paid equity shares of face value of Rs. 10/- each to Shri Dowpati Siva and Mrs. Challagundla Sudharani (Partners of M/s Raft & Mech Engineering, a partnership firm, on behalf of their firm, hereinafter collectively referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 3,00,00,000 (Rupees Three Crore only), by way of preferential issue, 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:

| Name, Occupation, PAN, Address of Proposed Allottee  | No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share | Amount of consideration other than cash (in Rs.) | Details of consideration other than cash   |
|--|--|--|--|
| Shri Dowpati Siva<br>(on behalf of partnership firm M/s Raft & Mech Engineering)<br><b>Occupation:</b> Business<br><b>PAN:</b> AUFPD7827H<br>Address: 11-1-180, 1 <sup>st</sup> Floor, Flat No. 103, Par Homes, Aravind Nagar, Anantapur, Andhra Pradesh           | 2,60,417   | 2,10,00,000                                      | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time." |
| Mrs. Challagundla Sudharani<br>(on behalf of partnership firm M/s Raft & Mech Engineering)<br><b>Occupation:</b> Business<br><b>PAN:</b> AVFPC1557J<br>Address: 11-1-180, 1 <sup>st</sup> Floor, Flat No. 103, Par Homes, Aravind Nagar, Anantapur, Andhra Pradesh | 1,11,607   | 90,00,000  |  |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 8,68,056 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI RAHUL SHRIKANT JOSHI FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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" which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 8,68,056 (Eight Lac Sixty Eight Thousand Fifty Six) fully paid equity shares of face value of Rs. 10/- each to Shri Rahul Shrikant Joshi (Partner of M/s Anant Electricals & Engineers, a partnership firm, on behalf of the firm, hereinafter referred to as 'Proposed Allottee'), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 7,00,00,000 (Rupees Three Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>  | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|---|---|---|--|
| Shri Rahul Shrikant Joshi<br>(on behalf of partnership firm M/s Anant Electricals & Engineers)<br><b>Occupation:</b> Business<br><b>PAN:</b> ADAPJ9666Q<br><b>Address:</b> B-14, Kumabre Garden, Near City International School, Kothrud, Pune City, Pune, Maharashtra – 411038 | 8,68,056  | 7,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time." |

**"RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the "Board", which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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."

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

**TO APPROVE THE ISSUANCE OF UPTO 4,96,032 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI HAZARI SINGH FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 4,96,032 (Four Lac Ninety Six Thousand Thirty Two) fully paid equity shares of face value of Rs. 10/- each to Shri Hazari Singh (Proprietor of M/s. H.S. Construction Company, hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IIBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 4,00,00,000 (Rupees Four Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>   | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|--|---|---|--|
| Shri Hazari Singh<br>(For and on behalf of M/s. H.S. Construction Company)<br><b>Occupation:</b><br>Business<br><b>PAN:</b> FIQPS8706C<br>Address: Village - Dayapar, Kutch – 370630 | 4,96,032  | 4,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time.” |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 1,86,012 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI TEJDAN DETHA FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 1,86,012 (One Lac Eighty Six Thousand Twelve) fully paid equity shares of face value of Rs.10/- each to Shri Tejdan Detha (Proprietor of M/s. Kaviraj Infracon, hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 1,50,00,000 (Rupees One Crore Fifty Lac only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>   | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|--|---|---|--|
| Shri Tejdan Detha<br>(for and on behalf of M/s. Kaviraj Infracon)<br><b>Occupation:</b><br>Business<br><b>PAN:</b> CMAPD5196C<br>Address: Plot No. 99, Indira Colony, Jaisalmer-345001 | 1,86,012  | 1,50,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time.” |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications,

changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 2,48,016 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SMP INFRACON LLP FOR CONSIDERATION OTHER THAN CASH**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 2,48,016 (Two Lac Forty Eight Thousand Sixteen) fully paid equity shares of face value of Rs. 10/- each to SMP Infracon LLP (hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 2,00,00,000 (Rupees Two Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>   | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|--|---|---|--|
| SMP INFRACON LLP<br><b>Occupation:</b> Business<br><b>PAN:</b> ADRFS0851M<br>Address: 301, SNS Synergy,<br>Near Valentine Multiplex,<br>Dumas Road, Surat-<br>395007, Gujarat, India | 2,48,016  | 2,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time.” |

“**RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or

any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 1,24,008 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI PRAKASH RAMCHANDRA PATIL FOR CONSIDERATION OTHER THAN CASH**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 1,24,008 (One Lac Twenty Four Thousand Eight) fully paid equity shares of face value of Rs. 10/- each to Shri Prakash Ramchandra Patil (Proprietor of M/s Madhur Electricals, hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 1,00,00,000 (Rupees One Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>  | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|---|---|---|--|
| Shri Prakash Ramchandra Patil<br>(for and on behalf of M/s Madhur Electricals)<br><b>Occupation:</b> Business<br><b>PAN:</b> AHJPP2285J<br>Address: S/o Ramchandra Patil, Plot No. 8 S N 970/3/A/1, Pangare, Mala, Near Sapana Tokij Cidco, Nashik, - 422009, Maharashtra | 1,24,008  | 1,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time.” |

“**RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 2,48,016 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO MRS. SARLA DEVI FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 2,48,016 (Two Lac Forty Eight Thousand Sixteen) fully paid equity shares of face value of Rs. 10/- each to Mrs. Sarla Devi (Proprietor of M/s Uttam Fabricators, hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 2,00,00,000 (Rupees Two Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>   | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|--|---|---|--|
| Mrs. Sarla Devi<br>(for and on behalf of M/s Uttam Fabricators)<br><b>Occupation:</b> Business<br><b>PAN:</b> ABBPD5570E<br>Address: Makan No. 988, Sector 07C, Faridabad, Sector 7, Ballabgarh, Faridabad, Haryana - 121006 | 2,48,016  | 2,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time.” |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 2,48,016 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO ORION TECHNOCRATS PRIVATE LIMITED FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 2,48,016 (Two Lac Forty Eight Thousand Sixteen) fully paid equity shares of face value of Rs. 10/- each to Orion Technocrats Private Limited (hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 2,00,00,000 (Rupees Two Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>                                 | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>   |
|--|---|---|---|
| Orion Technocrats Private Limited<br><b>Occupation:</b> Business<br><b>PAN:</b> AABCO3633K | 2,48,016  | 2,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from |

| Name, Occupation, PAN, Address of Proposed Allottee          | No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share | Amount of consideration other than cash (in Rs.) | Details of consideration other than cash |
|--|--|--|--|
| Address: F-121, MIDC, Ambad Area, Nashik-422010, Maharashtra |  |  | time to time."                           |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 12,40,079 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO K LOG GLOBAL PRIVATE LIMITED FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 12,40,079 (Twelve Lac Forty Thousand Seventy Nine) fully paid equity shares of face value of Rs. 10/- each to K Log Global Private Limited (hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 10,00,00,000 (Rupees Ten Crore only), by way of preferential issue, 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:

| Name, Occupation, PAN, Address of Proposed Allottee   | No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share | Amount of consideration other than cash (in Rs.) | Details of consideration other than cash   |
|---|--|--|--|
| K Log Global Private Limited<br><b>Occupation:</b> Business<br><b>PAN:</b> AACCK6627N<br>Corporate Office Address:<br>125 & 126, First Floor,<br>Vyapar Bhavan, P. D. Mello<br>Road, Carnac Bunder,<br>Masjid Bunder (E),<br>Mumbai- 400009 | 12,40,079  | 10,00,00,000                                     | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time." |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 4,96,032 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO WINDCARE INDIA PRIVATE LIMITED FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 4,96,032 (Four Lac Ninety Six Thousand Thirty Two) fully paid equity shares of face value of Rs. 10/- each to Windcare India Private Limited (hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for

consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 4,00,00,000 (Rupees Four Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>  | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|---|---|---|--|
| Windcare India Private Limited<br><b>Occupation:</b> Business<br><b>PAN:</b> AAACW5836D<br>Address: 3/241 A, Thirumalai Nagar, Four Road, Gudimangalam, Udumalpet, Tirupur-642201 - Tamilnadu | 4,96,032  | 4,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time." |

**"RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the "Board", which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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."

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

**TO APPROVE THE ISSUANCE OF UPTO 1,24,008 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI SURESH AGARWAL AND SHRI VISHAL AGARWAL FOR CONSIDERATION OTHER THAN CASH**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 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" which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer,

issue and allot, in one or more tranches, upto a maximum of 1,24,008 (One Lac Twenty Four Thousand Eight) fully paid equity shares of face value of Rs. 10/- each to Shri Suresh Agarwal and Shri Vishal Agarwal (Partners of Modern Logistics, a partnership firm, on behalf of their firm, hereinafter collectively referred to as 'Proposed Allottee'), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 1,00,00,000 (Rupees One Crore only), by way of preferential issue, 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:

| Name, Occupation, PAN, Address of Proposed Allottee  | No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share | Amount of consideration other than cash (in Rs.) | Details of consideration other than cash   |
|--|--|--|--|
| Shri Suresh Agarwal<br>(on behalf of partnership firm Modern Logistics)<br><b>Occupation:</b> Business<br><b>PAN:</b> AAOPA6254E<br>Address: F-1, 19/1, C.S.I Compound, 3 <sup>rd</sup> Cross, Mission Road, Bangalore, Urban, Karnataka- 560027 | 1,24,008   | 1,00,00,000                                      | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time." |
| Shri Vishal Agarwal<br>(on behalf of partnership firm Modern Logistics)<br><b>Occupation:</b> Business<br><b>PAN:</b> ALDPA3954D<br>Address: F-1, 19/1, C.S.I Compound, 3 <sup>rd</sup> Cross, Mission Road, Bangalore, Urban, Karnataka- 560027 |  |  |  |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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.”

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

**TO APPROVE THE ISSUANCE OF UPTO 2,48,016 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO SHRI MOHIT SHAMRAO JADHAV FOR CONSIDERATION OTHER THAN CASH**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 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” which term shall deem to include IWISL Committee of the Board of Directors for Operations) to offer, issue and allot, in one or more tranches, upto a maximum of 2,48,016 (Two Lac Forty Eight Thousand Sixteen) fully paid equity shares of face value of Rs. 10/- each to Shri Mohit Shamrao Jadhav (Partner of Firstnotch Solutions, a partnership firm, on behalf of the firm, hereinafter referred to as ‘Proposed Allottee’), at an issue price of Rs. 80.64 per share (including premium of Rs. 70.64 per equity share), as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 of the Company issued by Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi, for consideration other than cash in lieu of the debt owed by the Company to the proposed allottee aggregating upto Rs. 2,00,00,000 (Rupees Two Crore only), by way of preferential issue, 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:

| <b>Name, Occupation, PAN, Address of Proposed Allottee</b>   | <b>No. of Equity Shares proposed to be allotted @ Rs. 80.64 per share</b> | <b>Amount of consideration other than cash (in Rs.)</b> | <b>Details of consideration other than cash</b>  |
|--|---|---|--|
| Shri Mohit Shamrao Jadhav<br>(on behalf of partnership firm Firstnotch Solutions)<br><b>Occupation:</b> Business<br><b>PAN:</b> AJDPJ3659G<br>Address: F/402, Kalyan West, Thane-421301, Maharashtra | 2,48,016  | 2,00,00,000   | In lieu of repayment of debt owed to the proposed allottee on account of receipt of materials/ services etc. from time to time.” |

**“RESOLVED FURTHER THAT** the subscription money in respect of the equity shares to be allotted shall not be received now as the amount owed to proposed allottee on account of receipt of materials/ services etc. 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 of the Company (hereinafter referred to as the “Board”, which term shall deem to include IWISL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions 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 **Inox Wind Infrastructure Services Limited**

**Date:** 6<sup>th</sup> October, 2021  
**Place:** Noida

**Manoj Shambhu Dixit**  
Whole-time Director  
DIN:06709232

**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 21 as set out above is annexed herewith.
5. Members desiring any relevant information on the items proposed to be passed at the Extra Ordinary General Meeting are requested to write to Mr. Manoj Shambhu Dixit, Whole-time Director at the Company's 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 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.



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

The following statement sets out all material facts relating to Special Businesses of the accompanying Notice dated 6<sup>th</sup> October, 2021:

### **Item No. 1:**

The existing Authorised Share Capital of the Company is Rs. 205,00,00,000/- (Rupees Two Hundred Five Crore only) which comprises of Equity Shares only aggregating to 20,50,00,000 (Twenty Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each. To accommodate the issuance of Equity and/or Preference Shares, the Company proposes to increase the Authorised Share Capital of the Company from the existing Rs. 205,00,00,000/- (Rupees Two Hundred Five Crore only) divided into 20,50,00,000 (Twenty Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 440,00,00,000/- (Rupees Four Hundred Forty Crore only) divided into 24,00,00,000 (Twenty Four Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each totalling to Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crore only) and 20,00,00,000 (Twenty Crore) Preference Shares of Rs.10/-(Rupees Ten only) each totalling to Rs. 200,00,00,000/- (Rupees Two Hundred Crore only).

The increase in Authorised Share Capital of the Company will also require consequential amendment of the Share Capital clause of the Memorandum of Association of the Company.

In terms of the provisions of Sections 13, 61 and other applicable 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, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution as set out at Item No.1.

The Board recommends passing of the Resolution as set out at Item No. 1 of the Notice as an Ordinary Resolution.

### **Item No. 2:**

The Board of Directors of the Company at their meeting held on 6<sup>th</sup> October, 2021 had approved the proposal for change of name of the Company from 'Inox Wind Infrastructure Services Limited' to 'Inox Green Energy Services Limited', subject to all requisite approvals including the approval of the Members of the Company, Central Government and other relevant Regulatory authorities, so that the Company's name reflects its competency, expertise and focus area of business in which it operates.

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of the Members by way of a Special Resolution for effecting change in the Company's name and consequential alteration in the Memorandum and the Articles of Association of the Company.

The proposed change of name of the Company would not result in change of the legal status or constitution of the Company, nor would it affect any rights or obligations of the Company or the Members/ stakeholders and would be subject to approval of Ministry of Corporate Affairs.

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

The Board recommends passing of the Resolution as set out at Item No. 2 of the Notice as a Special Resolution.

**Item No. 3:**

To meet the Company's working capital requirements, the Company over a period of time, had taken inter - corporate deposits (ICDs) and has availed material/services/ others from time to time from Inox Wind Limited (IWL).

The Board at its meeting held on 6<sup>th</sup> October, 2021, had approved, subject to approval of the shareholders and all other requisite approvals, to issue and allot upto 20,00,00,000 (Twenty Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of the face value of Rs. 10 each the Company, fully paid up, at par, for an aggregate value not exceeding Rs. 200,00,00,000 (Rupees Two Hundred Crore only) to IWL, upon conversion of their ICDs including interest thereon and payables on account of supply of material/services/ others from time to time, in part or in entirety, on a private placement basis and on such other terms and conditions as detailed in the resolution set out at Item No. 3 of the Notice.

The following details of the proposed preferential issue are disclosed in accordance with the provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time:

|  |  |
|--|--|
| Size of the issue and number of preference shares to be issued and nominal value of each share   | Up to 20,00,00,000 (Twenty Crore) 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of nominal value of Rs. 10/- (Rupees Ten) each aggregating Rs. 200,00,00,000 (Rupees Two hundred Crore only) to Inox Wind Limited for consideration other than cash |
| Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible  | 0.01% Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares of Rs.10/- each ("NCPRPS").   |
| Objectives of the issue and amount which the Company intends to raise by way of such Securities  | Issuance of NCPRPS in lieu of ICDs including interest accrued thereon and payables on account of supply of material/services/ others from time to time into NCPRPS thereby reducing debt burden  |
| Manner of issue of shares  | Offer on private placement basis is being made to Promoter as specified in the Offer, in such time and manner as may be decided by the Board of Directors.   |
| The price at which such shares are proposed to be issued   | Rs.10/- per Preference Share.  |
| Basis on which the price has been arrived at or justification for the price (including premium, if any) at which the offer or invitation is being made                                   | Issue is being made at par based on the Valuation Report dated 30 <sup>th</sup> September, 2021 obtained from Shri Sumit Dhadda, a IBBI Registered Valuer.   |
| Name and address of the valuer who performed valuation   | Name: Shri Sumit Dhadda, a IBBI Registered Valuer<br>Address: B-11, F. No 202, Dhruv Marg, Tilak Nagar, Jaipur - 302004  |
| Terms of Issue, including terms and rate of dividend on each share, etc. including material terms of raising such securities, proposed time line schedule, purposes or objects of offer, | Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right  |

|   |  |
|---|--|
| contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities. | <p>over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.<br/>Rate of dividend: 0.01%</p> <p>Preference shareholders will be entitled to receive a participatory dividend in a financial year in which the Company pays dividend to its equity shareholders (Participatory dividend). Such participatory dividend will be payable at the same rate as the dividend paid on the equity shares.</p> <p>Listing: NCPRPS will not be listed on any Stock Exchange.</p> <p>Tenure: 5 years from the date of allotment.</p> <p>Proposed time line schedule: Within 12 months from the date of passing of Special Resolution.</p> <p>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: It is regarding conversion of inter - corporate deposits (alongwith interest accrued thereon) (ICDs) given by IWL and payables on account of supply of material/services/ others from time to time into NCPRS to Promoter, so issue is being subscribed fully only by the Promoter.</p> <p>Principle terms of assets charged as securities: Not applicable.</p> |
| Terms of redemption including tenure of redemption, redemption of shares at premium and if the shares are convertible, the terms of conversion                              | NCPRPS shall be redeemable at any time within a period of 5 (five) years from the date of allotment, at par, in accordance with Section 55 of the Companies Act, 2013.   |
| Manner and modes of redemption  | To be determined by the Board at the time of redemption.   |
| Current Shareholding Pattern of the Company   | As specified in the table below.   |
| Expected dilution in equity share capital upon conversion of preference shares  | Nil, since the Redeemable Preference Shares are non-convertible.   |
| Is there subsisting default in the redemption of existing preference shares or in payment of dividend due to any preference shares.   | Not Applicable. The Company at present does not have any outstanding Preference Shares.  |

Shareholding Pattern of the Company as on 30<sup>th</sup> September, 2021:

| S. No. | Name of the Shareholders | No. of Equity Shares of Rs. 10 each | % of share holding |
|--------|--------------------------|-------------------------------------|--------------------|
| I      | Promoters                |                                     |                    |
| A      | Bodies Corporate         |                                     |                    |

|           |   |                     |              |
|-----------|---|---------------------|--------------|
| 1         | Inox Wind Limited (IWL)                   | 20,09,76,943        | 98.99        |
| <b>B</b>  | <b>Nominees of IWL</b>                    |                     |              |
| 2         | Shri Vivek Kumar Jain (Nominee of IWL)    | 100*                | 0            |
| 3         | Shri Devendra Kumar Jain (Nominee of IWL) | 100*                | 0            |
| 4         | Shri Devansh Jain (Nominee of IWL)        | 100*                | 0            |
| 5         | Shri Pavan Kumar Jain (Nominee of IWL)    | 100*                | 0            |
| 6         | Shri Siddharth Jain (Nominee of IWL)      | 100*                | 0            |
| 7         | Shri Mukesh Patni (Nominee of IWL)        | 100*                | 0            |
|           | <b>Sub-Total (I)</b>                      | <b>20,09,77,543</b> | <b>98.99</b> |
| <b>II</b> | Public                                    | 20,47,146           | 1.01         |
|           | <b>Grand Total (I+ II)</b>                | <b>20,30,24,689</b> | <b>100</b>   |

\* Beneficial interest in these equity shares is held by IWL.

Pursuant to provisions of Sections 42 and 55 of Companies Act, 2013 (the "Act") read with Rules framed thereunder, any private placement of Preference Shares needs to be approved by the Shareholders by way of a Special Resolution. Hence, the resolution set out at Item No. 3 of the Notice is being placed before the Members for their approval as a Special Resolution.

Shri Mukesh Manglik, Whole-time Director and Shri Vineet Valentine Davis, Non Executive Director and their relatives shall be deemed to be concerned or interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution as set out at Item No. 3.

The Board of Directors of the Company are of the opinion that the proposed issue is in the best interest of the Company and its Members. The Board recommends the resolution as stated at Item No. 3 of the Notice for approval of the Members of the Company as a Special Resolution.

#### **Item No. 4:**

The Company is engaged in the business of Erection, Procurement and Commissioning ("EPC"), Operations and Maintenance ("O&M") and Common Infrastructure Facilities services and development of wind farms services for Wind Turbine Generators.

The O&M Business and EPC Business are separately identifiable. As part of strategic business plan, the Company is contemplating to transfer the EPC business by way of 'slump sale' ("Proposed Transaction") to its wholly owned subsidiary, Resco Global Wind Services Private Limited (RGWSPL), a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013.

RGWSPL is currently a wholly owned subsidiary of the Company. The Board of Directors of your Company at their meeting held on 6<sup>th</sup> October, 2021 has also approved to sell the entire issued and paid up equity share capital of RGWSPL to Inox Wind Limited (IWL), Promoter of the Company, post which RGWSPL shall not remain a subsidiary of your Company but will become a direct wholly owned subsidiary of IWL.

The Proposed Transaction would be subject to fulfilment of certain conditions precedent to be set out in the transaction documents to be executed between the Company and Resco Global Wind Services Private Limited in relation to the Project Undertaking including obtaining necessary approvals and consents of regulatory and government authorities.

Under Section 180 of the Companies Act, 2013, the consent of the Members is required by way of Special resolution to 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, if value exceeds some specified percentage i.e. an undertaking in which investment of the Company exceeds 20% of its net worth as per the audited Balance Sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year or an undertaking whose value exceeds 20% or more as per the audited balance sheet of the preceding financial year.

Furthermore, pursuant to the requirements of the Section 188 of the Companies Act, 2013 read with the Rules framed thereunder, the consent of the Members is required by way of Ordinary resolution if the value of the related party transaction exceeds the threshold limit as prescribed in the Rules.

The disclosures pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

|  |  |
|--|--|
| Name of the related party  | Resco Global Wind Services Private Limited   |
| Name of the Director or Key Managerial Personnel who is related, if any                | Mr. Mukesh Manglik is a common director in both the Companies.   |
| Nature of relationship   | Transaction is with Resco Global Wind Services Private Limited which is a wholly owned subsidiary and is thus a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013. However, the Board of Directors of your Company at their meeting held on 6 <sup>th</sup> October, 2021 has also approved to sell the entire issued and paid up equity share capital of RGWSPL to Inox Wind Limited (IWL), Promoter of the Company, post which RGWSPL shall not remain a subsidiary of your Company but will become a direct wholly owned subsidiary of IWL.  |
| Nature, Material terms, Monetary value and Particulars of the contract or arrangements | <p>Nature: Sale of EPC business of the Company.</p> <p>Material Terms: The EPC business shall be transferred by way of 'slump sale'.</p> <p>Monetary Value: The assets and liabilities of the EPC business shall be transferred at value determined on the basis of the Valuation Report of a Valuer registered with IBBI and the net consideration will be discharged by way of cash consideration.</p> <p>Particulars of Contracts/ Arrangement: The transaction shall be completed by 31<sup>st</sup> December, 2021, subject to obtaining of all requisite approvals or such other date as may be mutually extended.</p> |

Shri Mukesh Manglik, Whole-time Director and his relatives shall be deemed to be concerned or interested in the resolution set out at Item No. 4 of the Notice. Save and except the above, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution as set out at Item No. 4.

In view of the above provisions, the resolution is being placed before the shareholders for seeking their approval on the proposed transaction. The Board of Directors recommend this Item No. 4 as a Special Resolution for approval of the shareholders of the Company.

**Item No. 5:**

The Company had issued and allotted 50,00,000 4% Optionally Convertible Debentures of Rs. 1,000/- each of the Company, at par, aggregating Rs. 500 Crores ("OCDs") to Inox Wind Limited, Holding Company, in 5 Series namely Series A, B, C, D and E in 2015 out of which Series D & E are outstanding as on date whose details are given below:

| <b>S. No.</b> | <b>Series; No. of OCDs Rs. 1,000/- each and Amount</b> | <b>Date of Allotment</b> | <b>Due Date of Redemption/ Conversion</b>                     |
|---------------|--|--------------------------|---|
| 1.            | Series D; 10,00,000; Rs.100 Crore                      | 05.11.2015               | At the end of 6 <sup>th</sup> year from the date of allotment |
| 2.            | Series E; 10,00,000; Rs.100 Crore                      | 17.11.2015               | At the end of 7 <sup>th</sup> year from the date of allotment |

As per the terms of the said OCDs, the Debenture holder has an option to seek redemption or conversion of these OCDs into such number of Equity Shares of the Company at the price as may be determined by the fresh valuation report at each of the conversion date(s).

The Company has received a request from Debenture holder to convert both the Series-D & E of OCDs aggregating Rs. 200 Crore, which are originally due for redemption/conversion on 5<sup>th</sup> November, 2021 and 17<sup>th</sup> November, 2022 respectively, into Equity Shares of the Company at a price of Rs. 80.64 per equity share, which has been determined through a fresh Valuation Report dated 3<sup>rd</sup> October, 2021 obtained from Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi. Hence, the Company would be required to issue 2,48,01,587 Equity Shares of face value of Rs. 10 each, fully paid up, as determined in accordance with fresh Valuation Report of Shri Hitesh Jhamb, to the Debenture holder, which shall rank pari-passu in all respects with the existing Equity Shares of the Company.

In terms of the said OCDs and the applicable provisions of the Companies Act, 2013, for conversion of OCDs into Equity Shares of the Company, the consent of Members of the Company is required by way of a Special Resolution.

Shri Mukesh Manglik, Whole-time Director and Shri Vineet Valentine Davis, Non Executive Director and their relatives shall be deemed to be concerned or interested in the resolution set out at Item No. 5 of the Notice. Save and except the above, none of the other Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution as set out at Item No. 5.

The Board recommends passing of Resolution as stated at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

**Item No. 6:**

With the Companies (Amendment) Act, 2015 coming into force, the provisions relating to use of common seal is no more mandatory. It has been made optional. Consequently, several sections of Companies Act, 2013 dealing with common seal have been amended to incorporate the above requirement. In view of the same and to facilitate administrative convenience, it is proposed to alter the existing Articles of Association ("AOA") of the Company by deleting Article 83 relating to 'Common Seal' from the AOA.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a Special Resolution. Thus, the Board recommends the resolution set out at Item No. 6 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 Resolution as stated at Item No. 6 of the Notice for approval of the Members as a Special Resolution.

**Item No. 7 to 21:**

The Board of Directors at their meeting held on 6<sup>th</sup> October, 2021 has considered the proposal to issue and allot equity shares of face value of Rs.10/- each of the Company, in one or more tranches, to the proposed allottees, as detailed in the resolutions set out as Item Nos. 7 to 21 of this Notice, on preferential basis, at an issue price of Rs.80.64 per share (including premium of Rs.70.64 per equity share) as determined in accordance with the Valuation Report dated 3<sup>rd</sup> October, 2021 issued by Shri Hitesh Jhamb, an IBBI Registered Valuer, for consideration other than cash in lieu of debt owed to them on account of receipt of materials/ services etc. from time to time.

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, Memorandum and Articles of Association of your 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 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 Special Resolutions.

The following details of the proposed preferential issue are disclosed in accordance with the provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time:

**(a) The Objects of the Preferential Issue:**

The object of the preferential issue is issuance of equity shares of the Company for consideration other than cash in lieu of debt owed to them, as detailed in the respective resolutions, on account of receipt of materials/ services etc. from time to time.

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

The Board intends to offer, issue and allot in aggregate 62,62,403 equity shares of Rs. 10 each fully paid-up to the proposed allottees as detailed in the Resolutions Nos. 7 to 21 through this preferential issue on non-cash basis.

**(c) Pricing of Preferential Issue:**

The equity shares shall be issued at a price of Rs. 80.64 per equity share (inclusive of Rs. 70.64 per share as premium) which has been arrived on the basis of the Valuation Report dated 3<sup>rd</sup> October, 2021 of Shri Hitesh Jhamb, an IBBI Registered Valuer having its office at A- 259, Portion II, Defence Colony, New Delhi- 110024.

**(d) Basis on which the price has been arrived at along with the valuation report:**

The price of Rs. 80.64 per equity share, has been arrived on the basis of the Valuation Report dated 3<sup>rd</sup> October, 2021 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 3<sup>rd</sup> October, 2021 obtained from Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi.

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

The allotment is proposed to be made to the proposed allottees as detailed in the respective resolutions set out at Item Nos. 7 to 21 of the Notice, who are unrelated parties.

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

Not applicable

**(h) Proposed time period for completion of allotment of Equity shares:**

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(s) and shall complete all the allotment(s) within 12 months of passing of the Special Resolution by the Shareholders.

**(i) Names of the proposed allottees in the preferential issue and percentage of post preferential offer capital that may be held by them:**

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

| S. No. | Identity of the Proposed Allottee   | Category            | Pre -Issue Holding |              | Post-Issue Holding |              |
|--------|---|---------------------|--------------------|--------------|--------------------|--------------|
|        |   |                     | No. of shares      | % of holding | No. of shares      | % of holding |
| 1.     | Shri Lal Singh (for and on behalf of M/s Lal Singh & Construction Company)          | Public (Individual) | 1,24,069           | 0.06         | 7,44,109           | 0.36         |
| 2.     | Shri Dalwinder Singh Chahal (on behalf of his partnership firm Bharat Cargo Movers) | Public (Individual) | -                  | -            | 2,48,016           | 0.12         |
| 3.     | Shri Parwinder Singh Chahal (on behalf of his partnership firm Bharat Cargo Movers) | Public (Individual) | -                  | -            | 2,48,016           | 0.12         |
| 4.     | Shri Daljit Singh Chahal (on behalf of his partnership firm Bharat Cargo Movers)    | Public (Individual) | -                  | -            | 1,24,008           | 0.06         |
| 5.     | Shri Rajkumar Nandlal Gupta (on behalf of his partnership firm Kandla Earth Movers) | Public (Individual) | -                  | -            | 62,004             | 0.03         |



| S. No. | Identity of the Proposed Allottee  | Category            | Pre -Issue Holding |              | Post-Issue Holding |              |
|--------|--|---------------------|--------------------|--------------|--------------------|--------------|
|        |  |                     | No. of shares      | % of holding | No. of shares      | % of holding |
| 6.     | Mrs. Neha Rajkumar Gupta<br>(on behalf of her partnership firm Kandla Earth Movers)                | Public (Individual) | -                  | -            | 62,004             | 0.03         |
| 7.     | Shri Dowpati Siva<br>(on behalf of his partnership firm M/s Raft & Mech Engineering)               | Public (Individual) | -                  | -            | 2,60,417           | 0.12         |
| 8.     | Mrs. Challagundla Sudharani<br>(on behalf of her partnership firm M/s Raft & Mech Engineering)     | Public (Individual) | -                  | -            | 1,11,607           | 0.05         |
| 9.     | Shri Rahul Shrikant Joshi<br>(on behalf of his partnership firm M/s Anant Electricals & Engineers) | Public (Individual) | 9,92,556           | 0.49         | 18,60,612          | 0.89         |
| 10.    | Shri Hazari Singh (for and on behalf of M/s H.S. Construction Company)                             | Public (Individual) | -                  | -            | 4,96,032           | 0.24         |
| 11.    | Shri Tejdan Detha (for and on behalf of M/s Kaviraj Infracon)                                      | Public (Individual) | -                  | -            | 1,86,012           | 0.09         |
| 12.    | SMP Infracon LLP   | Public (LLP)        | -                  | -            | 2,48,016           | 0.12         |
| 13.    | Shri Prakash Ramchandra Patil (for and on behalf of M/s Madhur Electricals)                        | Public (Individual) | -                  | -            | 1,24,008           | 0.06         |
| 14.    | Mrs. Sarla Devi (for and on behalf of M/s Uttam Fabricators)                                       | Public (Individual) | -                  | -            | 2,48,016           | 0.12         |
| 15.    | Orion Technocrats Private Limited  | Public (Company)    | -                  | -            | 2,48,016           | 0.12         |
| 16.    | K Log Global Private Limited   | Public (Company)    | -                  | -            | 12,40,079          | 0.59         |
| 17.    | Windcare India Private Limited   | Public (Company)    | -                  | -            | 4,96,032           | 0.24         |
| 18.    | Shri Suresh Agarwal and/ Shri Vishal Agarwal   | Public (Individual) | -                  | -            | 1,24,008           | 0.06         |

| S. No. | Identity of the Proposed Allottee   | Category            | Pre -Issue Holding |              | Post-Issue Holding |              |
|--------|---|---------------------|--------------------|--------------|--------------------|--------------|
|        |   |                     | No. of shares      | % of holding | No. of shares      | % of holding |
|        | (on behalf of partnership firm Modern Logistics)                                  |                     |                    |              |                    |              |
| 19.    | Shri Mohit Shamrao Jadhav<br>(on behalf of Partnership firm Firstnotch Solutions) | Public (Individual) | -                  | -            | 2,48,016           | 0.12         |

\* includes 600 shares held by 6 individuals (who are nominees of IWL) holding 100 shares each.

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

No change will occur in control in the Company 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:**

During the year, the Company issued and allotted 7,44,04,762 equity shares of Rs.10/- each to one person viz. Inox Wind Limited, Promoter and Holding Company, at a price of Rs. 80.64 per share, on preferential basis.

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

The price has been arrived on the basis of the Valuation Report dated 3<sup>rd</sup> October, 2021 obtained from Shri Hitesh Jhamb, a IBBI Registered Valuer, New Delhi. The price of equity shares to be issued shall be Rs. 80.64 per Equity Share (inclusive of Rs. 70.64 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. on all working days up to the date of the Extra-ordinary General Meeting.

**(m) Pre and Post Preferential Issue Shareholding Pattern**

| S. No.   | Category                                 | Pre-issue           |                    | Post-issue          |                    |
|----------|--|---------------------|--------------------|---------------------|--------------------|
|          |  | No. of shares held  | % of share holding | No. of shares held  | % of share holding |
| <b>A</b> | Promoters' holding                       |                     |                    |                     |                    |
| 1        | Indian                                   |                     |                    |                     |                    |
| i.       | Individual                               | 600*                | 0.00               | 600*                | 0.00               |
| ii.      | Bodies corporate                         | 20,09,76,943        | 98.99              | 20,09,76,943        | 96.03              |
| 2        | Foreign promoters                        | -                   | -                  | -                   | -                  |
|          | <b>Sub-total (A)</b>                     | <b>20,09,77,543</b> | <b>98.99</b>       | <b>20,09,77,543</b> | <b>96.03</b>       |
| <b>B</b> | Non-promoters' holding                   |                     |                    |                     |                    |
| 1        | Institutional investors                  | -                   | -                  | -                   | -                  |
| 2        | Non-institution                          |                     |                    |                     |                    |
| i.       | Private corporate bodies (including LLP) | 9,30,521            | 0.46               | 11,78,537           | 0.56               |

|      |                         |                     |               |                     |               |
|------|-------------------------|---------------------|---------------|---------------------|---------------|
| ii.  | Directors and relatives | -                   | -             | -                   |               |
| iii. | Indian public           | 11,16,625           | 0.55          | 71,31,012           | 3.41          |
| iv.  | Others (including NRIs) | -                   | -             | -                   |               |
|      | <b>Sub-total (B)</b>    | <b>20,47,146</b>    | <b>1.01</b>   | <b>83,09,549</b>    | <b>3.97</b>   |
|      | <b>Grand Total</b>      | <b>20,30,24,689</b> | <b>100.00</b> | <b>20,92,87,092</b> | <b>100.00</b> |

\* Beneficial interest in these equity shares are held by Inox Wind Limited.

**(n) Principle terms of assets charged on 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 Resolutions as set out at Item Nos. 7 to 21 of the Notice, except to the extent of their Shareholding, if any, in the Company.

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 Resolutions as set out at Item Nos. 7 to 21 of the accompanying Notice for the approval of Members as Special Resolutions.

By order of the Board of Directors  
For **Inox Wind Infrastructure Services Limited**

**Date:** 6<sup>th</sup> October, 2021  
**Place:** Noida

**Manoj Shambhu Dixit**  
Whole-time Director  
DIN:06709232

**INOX WIND INFRASTRUCTURE SERVICES LIMITED**

(CIN: U45207GJ2012PLC070279)

**Registered Office:** Survey No. 1837 & 1834 at Moje Jetalpur, ABS Towers,  
Second Floor, Old Padra Road, Vadodara Gujarat 390 007

**Telephone:** 0265-6198111/2330057, **Fax:** 0265-2310312

**Email id:** [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)

**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]

**19<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING – 21<sup>ST</sup> OCTOBER, 2021**

**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 19<sup>th</sup> Extra Ordinary General Meeting of the Company, to be held on Thursday, 21<sup>st</sup> October, 2021 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.:

| Resolu<br>tion<br>No.   | Resolution   | Vote (Optional see Note 2)<br>(Please mention no. of<br>shares) |         |         |
|-------------------------|--|---|---------|---------|
|                         |  | For   | Against | Abstain |
| <b>Special Business</b> |  |   |         |         |
| 1.                      | Approval for increase of Authorised Share Capital of the Company and consequently alteration of Share Capital Clause of the Memorandum of Association of the Company <b>(Ordinary Resolution)</b>  |   |         |         |
| 2.                      | Approval for change of name of the Company and consequential alteration to the Memorandum of Association and Articles of Association of the Company <b>(Special Resolution)</b>  |   |         |         |
| 3.                      | Approval for issuance of Non-Convertible, Non-Cumulative, Participating, Redeemable Preference Shares on private placement basis to Inox Wind Limited, Promoter of the Company, for consideration other than cash <b>(Special Resolution)</b>                                |   |         |         |
| 4.                      | Authorisation for transfer of Erection, Procurement and Commissioning (EPC) business of the Company to Resco Global Wind Services Private Limited, currently a wholly owned subsidiary <b>(Special Resolution)</b>   |   |         |         |
| 5.                      | Approval for conversion of Series D & E - 4% Optionally Convertible Debentures of Rs. 1,000/- each of the Company aggregating Rs. 200 Crores which are held by Inox Wind Limited (Holding Company) into 2,48,01,588 Equity Shares of the Company <b>(Special Resolution)</b> |   |         |         |
| 6.                      | Approval for deletion of Article No. 83 pertaining to the Common Seal from the existing Articles of Association of the Company <b>(Special Resolution)</b>   |   |         |         |
| 7.                      | To approve the issuance of upto 6,20,040 Equity shares of the Company on Preferential basis to Shri Lal Singh for consideration other than cash <b>(Special Resolution)</b>  |   |         |         |
| 8.                      | To approve the issuance of upto 6,20,040 Equity shares of the Company on Preferential basis to Shri Dalwinder Singh Chahal, Shri Parwinder Singh Chahal and Shri Daljit Singh Chahal for consideration other than cash <b>(Special Resolution)</b>                           |   |         |         |
| 9.                      | To approve the issuance of upto 1,24,008 Equity shares of the Company on Preferential basis to Shri Rajkumar Nandlal Gupta and Mrs. Neha Rajkumar Gupta for consideration other than cash <b>(Special Resolution)</b>  |   |         |         |
| 10.                     | To approve the issuance of upto 3,72,024 Equity shares of the Company on Preferential basis to Shri Dowpati Siva and Mrs. Challagundla Sudharani for consideration other than cash <b>(Special Resolution)</b>   |   |         |         |
| 11.                     | To approve the issuance of upto 8,68,056 Equity shares of the Company on Preferential basis to Shri Rahul Shrikant Joshi for consideration other than cash <b>(Special Resolution)</b>   |   |         |         |

|     |  |  |  |  |
|-----|--|--|--|--|
|     | <b>Resolution)</b>   |  |  |  |
| 12. | To approve the issuance of upto 4,96,032 Equity shares of the Company on Preferential basis to Shri Hazari Singh for consideration other than cash ( <b>Special Resolution</b> )                           |  |  |  |
| 13. | To approve the issuance of upto 1,86,012 Equity shares of the Company on Preferential basis to Shri Tejdan Detha for consideration other than cash ( <b>Special Resolution</b> )                           |  |  |  |
| 14. | To approve the issuance of upto 2,48,016 Equity shares of the Company on Preferential basis to SMP Infracon LLP for consideration other than cash ( <b>Special Resolution</b> )                            |  |  |  |
| 15. | To approve the issuance of upto 1,24,008 Equity shares of the Company on Preferential basis to Shri Prakash Ramchandra Patil for consideration other than cash ( <b>Special Resolution</b> )               |  |  |  |
| 16. | To approve the issuance of upto 2,48,016 Equity shares of the Company on Preferential basis to Mrs. Sarla Devi for consideration other than cash ( <b>Special Resolution</b> )                             |  |  |  |
| 17. | To approve the issuance of upto 2,48,016 Equity shares of the Company on preferential basis to Orion Technocrats Private Limited for consideration other than cash ( <b>Special Resolution</b> )           |  |  |  |
| 18. | To approve the issuance of upto 12,40,079 Equity shares of the Company on preferential basis to K Log Global Private Limited for consideration other than cash ( <b>Special Resolution</b> )               |  |  |  |
| 19. | To approve the issuance of upto 4,96,032 Equity shares of the Company on preferential basis to Windcare India Private Limited for consideration other than cash ( <b>Special Resolution</b> )              |  |  |  |
| 20. | To approve the issuance of upto 1,24,008 Equity shares of the Company on preferential basis to Shri Suresh Agarwal and Shri Vishal Agarwal for consideration other than cash ( <b>Special Resolution</b> ) |  |  |  |
| 21. | To approve the issuance of upto 2,48,016 Equity shares of the Company on preferential basis to Shri Mohit Shamrao Jadhav for consideration other than cash ( <b>Special Resolution</b> )                   |  |  |  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy Holder(s)

|  |
|--|
| Affix a<br>Revenue<br>Stamp not less<br>than Re. 1 |
|--|

**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.

**INOX WIND INFRASTRUCTURE SERVICES LIMITED**

(CIN: U45207GJ2012PLC070279)

**Registered Office:** Survey No. 1837 & 1834 at Moje Jetalpur, ABS Towers,  
Second Floor, Old Padra Road, Vadodara Gujarat 390 007

**Telephone:** 0265-6198111/2330057, **Fax:** 0265-2310312

**Email id:** [investors.iwl@inoxwind.com](mailto:investors.iwl@inoxwind.com)

**ATTENDANCE SLIP**

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

**19<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING  
ON THURSDAY, 21<sup>ST</sup> OCTOBER, 2021 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 Extra Ordinary General Meeting of the Company on Thursday, **21<sup>st</sup> October, 2021 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