



Green Infra Wind Energy Limited

CIN: U23200HR2005PLC078211

Regd. Office: 5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurugram – 122 002, Haryana, India
Tel (91) 124 3896700, Fax (91) 124 3896710

sgil.complianceofficer@sembcorp.com

<https://sembcorpindia.com/giwei.html>

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of Green Infra Wind Energy Limited will be held at Shorter Notice on Friday, 15 December 2023 at 10:30 a.m. (IST) at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana to transact the following business: -

SPECIAL BUSINESS

ITEM NO. 1: APPROVAL FOR CHANGE THE NAME OF THE COMPANY TO SEMBCORP GREEN INFRA LIMITED

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

“RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, and pursuant to the Scheme of Amalgamation between Sembcorp Green Infra Limited and Green Infra Wind Energy Limited and their respective Shareholders and Creditors and subject to the approval of the Ministry of Corporate Affairs, Government of India and such other approvals as may be required, consent of the Members of the Company be and is hereby accorded to change the name of the Company from “Green Infra Wind Energy Limited” to “Sembcorp Green Infra Limited”.

FURTHER RESOLVED THAT pursuant to the provisions of Section 13, 14 and other applicable provisions of the Act, consent of the members of the Company be and is hereby accorded to alter the Memorandum and Articles of Association of the Company by substituting the name ‘Green Infra Wind Energy Limited’ wherever appearing, in the Memorandum and Articles of Association, with the new name **“Sembcorp Green Infra Limited”** to reflect the aforesaid name change, upon approval of the same by the Ministry of Corporate Affairs, Government of India and Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

Clause I “The Name of the Company is “SEMBCORP GREEN INFRA LIMITED”.

FURTHER RESOLVED THAT the Board of Directors of the Company (“the Board”) be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion, deem fit, necessary, desirable, incidental, and/or consequential to give effect to the above resolutions and further any acts, deeds or things done in this regard by and/or with authority of the Board, be and are hereby considered and ratified.”

By order of the Board
For **Green Infra Wind Energy Limited**

Manu Garg

Company Secretary

Membership No.: A22058

Date: 14 December 2023

Place: Gurugram

Address: C-1404, Express Greens Sector-1, Vaishali,
Ghaziabad – 201010, Uttar Pradesh

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FIFTEEN MINUTES before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. Queries proposed to be raised at the EGM may be sent to the Company at its registered office at least 15 Minutes prior to the date of meeting to enable the management to compile the relevant information to reply the same in the meeting.
4. Members /proxies should bring the attendance slips duly filled in and Photo ID Proof for attending the meeting.
5. Members/proxies attending the meeting are requested to bring their copy of the EGM notice to the meeting.
6. Members are requested to notify any change in their address, e-mail address, contact numbers, etc immediately to the company at its registered office.
7. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company. This opportunity is also being given in compliance with Rule 18 (3)(i) of Companies (Management & Administration) Rules, 2014.
9. All documents referred to in the accompanying Notice and the Explanatory Statement including altered Memorandum of Association of the Company along with the existing Memorandum of Association, shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Extraordinary General Meeting of the Company.
10. Route map of the venue of EGM is attached herewith.
11. Explanatory Statement Pursuant to Section 102 of Companies Act 2013 for the above said Item No. 1 is annexed to the notice.
12. Since the Meeting is being called at Shorter Notice, the format of Shorter Notice consent is enclosed herewith.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1

Pursuant to the approval of the Scheme of Amalgamation between Sembcorp Green Infra Limited and Green Infra Wind Energy Limited ("Company") and their respective Shareholders and Creditors, the Board of Directors in its Meeting held on 15 September 2023, considered and approved the proposal for change of the Name of the Company to Sembcorp Green Infra Limited, subject to such other sanctions and approvals, as may be required.

Consequent to the above approvals and as per statutory requirements, the Company made necessary application and obtained the name availability confirmation from the Ministry of Corporate Affairs. Keeping in view of the current requirements under the new Filing System, the Company require to call for and convene an Extraordinary General Meeting ("EGM") of the Members of the Company seeking their approval for change of name.

Accordingly, Members are requested to note that all documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the Extraordinary General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives is interested in the proposed resolution except to the extent of their respective shareholding, if any.

By order of the Board
For **Green Infra Wind Energy Limited**

Manu Garg

Company Secretary

Membership No.: A22058

Address: C-1404, Express Greens Sector-1, Vaishali,
Ghaziabad – 201010, Uttar Pradesh

Date: 14 December 2023

Place: Gurugram



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THE COMPANIES ACT, 2013
Consent by Shareholder for Shorter Notice

....., 2023

To

The Board of Directors,
Green Infra Wind Energy Limited
5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurugram – 122002, Haryana

I/We,, holding Equity Shares of Rs. 10/- each of the Company, having received notice dated 2023 for Extraordinary General Meeting (“EGM”) of the Members of the Company to be held on Friday, 15 December 2023, at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana, hereby give consent to hold the said EGM at a Shorter Notice, in terms of applicable provisions of the Companies Act, 2013.

Thanking you,

Yours sincerely,

For**Limited**

.....
Authorised Person

Address:

.....

.....

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ROUTE MAP FOR EGM VENUE:

Venue for the Meeting: 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana.





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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]

CIN	U23200HR2005PLC078211
Name of the Company	Green Infra Wind Energy Limited
Registered Office	5 th Floor, Tower - C, Building No.- 8, DLF Cybercity, Gurugram - 122002, Haryana

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	
Address	
E-mail ID	
Signature	

Or failing him;

Name	
Address	
E-mail ID	
Signature	

Or failing him;

Name	
Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 15 December 2023 at 10:30 a.m. (IST) at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



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Resolution(s) No.	Resolution(s)	For	Against
SPECIAL BUSINESS			
1.	Approval for change the Name of the Company to Sembcorp Green Infra Limited		

Signed this..... day of..... 2023

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 15 minutes before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. Those Members who have multiple folios with different joint holders may use copies of the Proxy Form.



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Attendance Slip for the Extraordinary General Meeting

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the Extraordinary General Meeting of the Company on Friday, 15 December 2023 at 10:30 a.m. (IST) at the Registered office of the Company at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana

NAME (S) AND ADDRESS OF THE MEMBER(S) _____

Folio No./DP ID No. and Client ID No * _____

Number of Shares _____

Please (tick) in the Box

☐

Member

☐

Proxy

First / Sole Holder/ Proxy

Second Holder/ Proxy

NOTES:

- I. Member / Proxy attending the Extraordinary General Meeting must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- II. Duplicate Attendance Slip will not be issued at the venue.

*Applicable only in case of investors holding shares in Electronic Form.