

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of Green Infra Wind Energy Limited will be held at Shorter Notice on Monday, 30 October 2023 at 10:00 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 RECONFIRMATION OF THE SPECIAL RESOLUTIONS PASSED BY THE MEMBERS IN THE EXTRAORDINARY GENERAL MEETING HELD ON 28 JULY 2023 FOR THE PROPOSED CONVERSION OF PUBLIC LIMITED COMPANY INTO PRIVATE LIMITED COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 14, 18 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 41 of the Companies (Incorporation) Rules 2014 (including any statutory modification or re-enactment thereof), subject to the approval of Regional Director, Ministry of Corporate Affairs, Northern Region and / or such other sanctions and approvals as may be required, consent of the Members of the Company be and is hereby accorded to convert the Company from Public Limited Company to Private Limited Company.

RESOLVED FURTHER THAT subject to the approval of the Regional Director, Ministry of Corporate Affairs, Northern Region and / or such other sanctions and approvals as may be required, consent of the Members of the Company be and is hereby accorded to consider, approve and confirm the Special Resolutions passed by the Members in the Extraordinary General Meeting held on 28 July 2023, for alteration in Name Clause of Memorandum of Association and Adoption in new set of Articles of Association for the proposed conversion of the Company from Public Limited to Private Limited.

RESOLVED FURTHER THAT subject to the approval of the Regional Director, Ministry of Corporate Affairs, Northern Region and / or such other sanctions and approvals as may be required, consent of the Members of the Company be and is hereby accorded to consider, approve the action taken by the Company in pursuance to resolution passed by the Members in their Meeting held on 28 July 2023 and further hereby confirms that all such actions undertaken by the Company are in accordance with the approvals granted by the Members during their previous Meeting as referred and all such resolutions be and are hereby reapproved/reaffirmed to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in its absolute discretion deem necessary.



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

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to accept and give effect to any modification or alteration which may be imposed or directed by the Regional Director, Ministry of Corporate Affairs, Northern Region or any other authority in this regard and to take all steps, actions and do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

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

A handwritten signature in blue ink, appearing to read "Manu Garg", with a stylized flourish at the end.

Manu Garg

Company Secretary

Date: 27 October 2023

Place: Gurugram

Membership No.: A22058

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.



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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.

EXPLANATORY STATEMENT

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

ITEM NO. 1

Pursuant to provisions of Sections 13, 14, 18 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 41 of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), subject to the approval of the Regional Director, Ministry of Corporate Affairs, Northern Region, the Members of the Company in their Extraordinary General Meeting (“EGM”) held on Friday, 28 July 2023 has considered and approved by way of Special Resolution for conversion of the Company from “Public Limited” to “Private Limited” and the Company, pursuant to the same has filed necessary intimation with the Registrar of Companies, NCT of Delhi & Haryana under E - Form MGT-14 dated 21 August 2023 vide SRN AA4240667.

Consequent to the above approvals and as per statutory requirements, the Company had also made Public advertisement for the proposed conversion of a Public Company into a Private Company in the prescribed Form No. INC-25A, which has been published in “The Financial Express” (English) Gurugram Edition on 22 August 2023 and in “Jansatta” (Hindi) Gurugram Edition on 22 August 2023 and notice of such publication has been communicated to Regional Director, Ministry of Corporate Affairs, Northern Region and Registrar of Companies, NCT of Delhi & Haryana. Further, the Company had also sent the notice of proposed conversion of the Company from Public Limited to Private Limited to all Creditors of the Company pursuant to Rule 41 of the Companies (Incorporation) Rules, 2014.

Subsequently, the Company had initiated filing of the necessary application for conversion of the Company in the new portal provided by Ministry of Corporate Affairs for such filings in prescribed E-Form RD-1. However, due to some technical error and glitches associated while filing / uploading of the application by the Company, the same could not be filed with the Regional Director, Ministry of Corporate Affairs, Northern Region within 60 days from the date of holding the EGM of Members of the Company. The fact of technical issues in filing with our application had been duly communicated to the concerned Regional Director on 20 September 2023 before expiry of the filing period prescribed therein.

Since the application for conversion of the Company in E-Form RD-1 could not be filed within the stipulated timelines prescribed for this purpose due to the technical problems associated with filing on the portal of the Ministry, the approval obtained from the Members of the Company in the EGM has been lapsed / considered to have been expired for the purpose of filing, it is proposed to reconsider the approval from the Members by way of confirmation / affirmation of the Special Resolutions passed by the Members at said Meeting, so as to initiate the process for filing afresh application again in E-Form RD-1 to the concerned Regional Director for considering the conversion of the Company from Public Limited to Private Limited.

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.



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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**

A handwritten signature in blue ink, appearing to be "Manu Garg", written over a faint rectangular stamp.

Manu Garg

Company Secretary

Date: 27 October 2023

Place: Gurugram

Membership No.: A22058

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



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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 Monday, 30 October 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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GREEN INFRA WIND ENERGY LIMITED

Reg Off: 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram - 122002, Haryana

Ph: 0124-389 6700; **Fax:** 0124-389 6710 ; **email:** sgil.complianceofficer@sembcorp.com

Website : www.sembcorpindia.com/giwei.html

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 Monday, 30 October 2023 at 10:00 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 reconfirmation of the Special Resolutions passed by the Members in the Extraordinary General Meeting held on 28 July 2023 for the Proposed Conversion of Public Limited Company into Private Limited Company.		

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 Monday, 30 October 2023 at 10:00 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.