

# Notice

## NOTICE

NOTICE is hereby given that 18th Annual General Meeting ("AGM") of Green Infra Wind Energy Limited will be held at Shorter Notice on Saturday, 30 September 2023 at 5:30 p.m. (IST) at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana, to transact the following business:

## ORDINARY BUSINESS

### 1. To consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2023, together with the Reports of the Board of Directors and Statutory Auditors thereon; and
- (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023 together with the Report of the Statutory Auditors thereon.

## SPECIAL BUSINESS

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

### Ordinary Resolution:-

**"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) exclusive of GST and out of pocket expenses reimbursed on actual basis for the Financial Year ending 31 March 2023, to be paid to M/s Chandra Wadhwa & Co, Cost Accountants as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

3. 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 Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vipul Tuli (DIN: 07350892), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") with effect from 22 September 2023 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has been recommended by the

Board for appointment as Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their 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 authority of the Board, be and are hereby ratified."

4. 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 Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Nuraliza Binte Mohamed Osman (DIN: 10155805), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") with effect from 22 September 2023 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has been recommended by the Board for appointment as Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their 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 authority of the Board, be and are hereby ratified."

5. 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 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Radhey Shyam Sharma (DIN: 00013208) who was appointed as an Additional Director in the category of Independent Director by the Board of Directors of the Company with effect from 22 September 2023 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent

Director and who has been recommended by the Board for appointment as Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five consecutive years from the date of appointment i.e 22 September 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their 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 authority of the Board, be and are hereby ratified."

6. 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 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. KalaiKuruchi Jairaj (DIN: 01875126) who was appointed as an Additional Director in the category of Independent Director by the Board of Directors of the Company with effect from 22 September 2023 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director and who has been recommended by the Board for appointment as Independent

Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five consecutive years from the date of appointment i.e 22 September 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their 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 authority of the Board, be and are hereby ratified."

7. 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 149, 152 and other applicable provisions of the Companies Act, 2013, Ms. Sangeeta Talwar (DIN: 00062478) who was appointed as

an Additional Director in the category of Independent Director by the Board of Directors of the Company with effect from 22 September 2023 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director and who has been recommended by the Board for appointment as Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five consecutive years from the date of appointment i.e 22 September 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their 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 authority of the Board, be and are hereby ratified."

8. 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 Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Appakudal Nithyanand (DIN: 00149845), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") with effect from 11 April 2023 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has been recommended by the Board for appointment as Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their 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 authority of the Board, be and are hereby ratified."

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 : 28 September 2023

Place : Gurugram

**Notes :**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 2 to 8 above as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Such a proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be received at the Company's Registered Office not less than 15 minutes before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization. Proxy form is enclosed.

Members are requested to note that 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 member.

3. Corporate members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of board resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other Authorized Signatory

named in the resolution, authorizing their representatives to attend and vote their behalf at the meeting.

4. Members/Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
5. Relevant Documents referred to in the Notice and Explanatory Statement are available for inspection by the Members at the Registered Office of the Company during Office hours between 03.00 P.M. and 05.00 P.M on all working days upto the date of the Annual General Meeting and also at the Meeting.
6. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company / respective Depository Participants (DP).
7. The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested 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', members who have not registered their e-mail addresses are requested to register the same with the Company/ RTA /Depositories.
9. 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. 2

The Board, upon recommendation of the Audit Committee, had approved the appointment of the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31 March 2023.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March 2023.

None of the Directors, Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

## ITEM NO. 3

Mr. Vipul Tuli (DIN: 07350892), aged about 54 years, was appointed as an Additional Director of the Company by the Board of Directors of the Company on 22 September 2023.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards (excluding Foreign Companies) are as follows:

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Amravati Development Partners Private Limited	Director	NIL
Sembcorp India Private Limited	Director	NIL
Sembcorp Green Hydrogen India Private Limited	Director	NIL
Sembcorp Green Hydrogen (Gujarat) Private Limited	Director	NIL

Mr. Vipul Tuli does not hold any Share in the Company.

In terms of Section 160 of the Companies Act, 2013, the Board of Directors of the Company has recommended the appointment of Mr. Vipul Tuli as Director of the Company.

His appointment as Director is recommended for approval of the Members of the Company.

This Notice may also be treated as individual Notice to the Members, in terms of Section 160(2) of the Companies Act, 2013.

Except Mr. Vipul Tuli, none of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

In terms of Section 161 of the Companies Act, 2013, he holds office as an Additional Director up to the date of the forthcoming Annual General Meeting. Accordingly, it is proposed to regularise the appointment of Mr. Vipul Tuli as Director of the Company by seeking consent of the Members of the Company.

Mr. Vipul Tuli is the CEO - Hydrogen Business & Chairman - South Asia for Sembcorp Group. He holds a bachelor's degree in technology (chemical engineering) from the Indian Institute of Technology, New Delhi and a post-graduate diploma in management from the Indian Institute of Management, Kolkata. He has been associated with the Sembcorp group since 2015 in various positions, including as the chief executive officer & country head, India, as Managing Director of Sembcorp's thermal businesses in India, and as the head of group strategy at SCI. Prior to joining the Sembcorp group, he was associated with McKinsey & Company, Inc. since 1992, where he worked across the energy, chemicals and infrastructure sectors, and at the time of leaving in 2015, was acting as a director (senior partner) based in its India office.

Mr. Vipul Tuli shall be liable to retire by rotation. Since the date of his appointment as Additional Director i.e 22 September 2023, Mr. Vipul Tuli has attended 1 Board Meeting of the Company.

## ITEM NO. 4

Ms. Nuraliza Binte Mohamed Osman (DIN: 10155805), aged about 46 years, was appointed as an Additional Director of the Company by the Board of Directors of the Company on 22 September 2023.

In terms of Section 161 of the Companies Act, 2013, she holds office as an Additional Director up to the date of the forthcoming Annual General Meeting. Accordingly, it is proposed to regularise the appointment of Ms. Nuraliza Binte Mohamed Osman as Director of the Company by seeking consent of the Members of the Company.

Ms Osman oversees legal, compliance and ethics matters within the Sembcorp Group. She is an attorney qualified in Singapore and New York and brings rich experience in the



energy industry across the entire value chain internationally, including in the upstream, downstream and renewables sectors.

Ms Osman was previously from an international energy major and had served in various functions during her 17.5-year tenure with the company. Before joining Sembcorp, she was managing counsel for mergers and acquisitions leading a team of lawyers responsible for advising on significant high-risk transactions and complex joint ventures across Asia. Over the course of her career, she has worked in Singapore, London, the Netherlands and West Africa (Gabon, Ghana and Nigeria) and has built deep and proven expertise in dealing with challenging legal dilemmas in extremely difficult environments.

Prior to this, Ms Osman was a lawyer specialising in commercial litigation and practiced in two of Singapore's leading law firms, Messrs Rajah & Tann and Messrs Tan Kok Quan Partnership working under senior counsels of the Singapore bar.

She was previously nominated by GIC Private Limited as one of 10 leading female leaders making a difference and by the Law Society of Singapore as a notable Young Lawyer.

Ms Osman is a director and has been volunteering with the Make-A-Wish Foundation for more than 20 years.

She holds a Bachelor of Laws (Honours) from National University of Singapore.

Ms. Nuraliza Binte Mohamed Osman shall be liable to retire by rotation. Since the date of her appointment as Additional Director i.e 22 September 2023, Ms. Nuraliza Binte Mohamed Osman has attended 1 Board Meeting of the Company.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards (excluding Foreign Companies) are as follows:

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
	NIL	

Ms. Nuraliza Binte Mohamed Osman does not hold any Share in the Company.

In terms of Section 160 of the Companies Act, 2013, the Board of Directors of the Company has recommended the appointment of Ms. Nuraliza Binte Mohamed Osman as Director of the Company.

Her appointment as Director is recommended for approval of the Members of the Company.

This Notice may also be treated as individual Notice to the Members, in terms of Section 160(2) of the Companies Act, 2013.

Except, Ms. Nuraliza Binte Mohamed Osman, none of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

## ITEM NO. 5

Mr. Radhey Shyam Sharma (DIN: 00013208) was appointed as an Additional Director of the Company under Independent Director category with effect from 22 September 2023.

Mr. Radhey Shyam Sharma holds a Bachelor's degree in Arts from the University of Delhi. He is a qualified Cost Accountant and is also an Associate Member of the Indian Institute of Bankers. Mr. Sharma has been previously associated with ONGC Limited as its Chairman and Managing Director. Mr. Sharma has also previously served as an Independent Director on several large Boards including IndusInd Bank, Dedicated Freight Corridor Corporation Limited, Rail Vikas Nigam Limited and Steel Authority of India. He now serves as an independent Director on the Boards of Hinduja Leyland Finance Limited, Sembcorp Energy India Limited, Polycab India Limited, Jubilant Industries Limited and Indian Gas Exchange Limited amongst others.

In terms of Section 161 of the Companies Act, 2013, he holds office as an Additional Director up to the date of the forthcoming Annual General Meeting. Accordingly, it is proposed to appoint Mr. Radhey Shyam Sharma as an Independent Director of the Company with effect from 22 September 2023.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards (excluding Foreign Companies) are as follows:

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Corevalues Consulting Private Limited	Director	NIL
Hinduja Leyland Finance Limited	Director	Chairman of Nomination and Remuneration Committee Member of Audit Committee and Risk Management Committee
Independent Energy Policy Institute	Director	NIL
Jubilant Industries Limited	Director	Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee Member of Audit Committee
Polycab India Limited	Director	Chairman of Nomination and Remuneration Committee

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Jubilant Agri and Consumer Products Limited	Director	Member of Audit Committee Chairman of Nomination and Remuneration Committee Member of Audit Committee
SEIL Energy India Limited	Director	Chairman of Audit Committee Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee
Indian Gas Exchange Limited	Director	Chairman of Stakeholders Relationship Committee Member of Investment Committee

Mr. Radhey Shyam Sharma does not hold any Share in the Company.

In the opinion of the Board, Mr. Radhey Shyam Sharma fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013. His appointment as Independent Director is recommended for approval of the Members of the Company.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member, signifying the intention to propose the appointment of Mr. Radhey Shyam Sharma as an Independent Director of the Company. The Board of Directors of the Company has recommended the appointment of Mr. Radhey Shyam Sharma as Independent Director of the Company.

This Notice may also be treated as individual Notice to the Members, in terms of Section 160(2) of the Companies Act, 2013.

Except Mr. Radhey Shyam Sharma, none of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

#### ITEM NO. 6

Mr. Kalaikuruchi Jairaj (DIN: 01875126) was appointed as an Additional Director of the Company under Independent Director category with effect from 22 September 2023.

Mr. Kalaikuruchi Jairaj holds a Bachelor's degree in Economics and in Law from the Bangalore University and a Master's degree

in Economics from the Delhi School of Economics. Mr. Jairaj also holds a Master's degree in Public Administration from Woodrow Wilson School of Public and International Affairs, Princeton University and a Master's degree in Public Administration from the Kennedy School of Government, Harvard University. Mr. Jairaj has also held the position of an Additional Chief Secretary in the Government of Karnataka. He has been previously associated with the Energy Department in Bangalore Electricity Supply Company Limited as its Chairman. He has also been associated with the World Bank as its senior public sector management specialist. Further, Mr. Jairaj has acted as the president of All India Management Association, Delhi.

In terms of Section 161 of the Companies Act, 2013, he holds office as an Additional Director up to the date of the forthcoming Annual General Meeting. Accordingly, it is proposed to appoint Mr. Kalaikuruchi Jairaj as an Independent Director of the Company with effect from 22 September 2023.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards (excluding Foreign Companies) are as follows:

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
SEIL Energy India Limited	Director	Chairman of Stakeholder Relationship Committee and Corporate Social Responsibility Committee Member of Audit Committee and Nomination and Remuneration Committee
Neo Foods Private Limited	Director	NIL
Maharashtra Eastern Grid Power Transmission Company Limited	Director	NIL
Adani Transmission (India) Limited	Director	Chairman of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholder Relationship Committee and Risk Management Committee
Adani Energy Solutions Limited	Director	NIL

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Adani Electricity Mumbai Limited	Director	Chairman of Audit Committee
RPSG Ventures Limited	Director	Member of Audit Committee
Mumbai International Airport Limited	Director	Chairman of Nomination and Remuneration Committee
		Member of Audit Committee and Corporate Social Responsibility Committee
Navi Mumbai International Airport Private Limited	Director	Chairman of Nomination and Remuneration Committee
		Member of Audit Committee and Corporate Social Responsibility Committee
PCBL Limited	Director	NIL

Mr. Kalaikuruchi Jairaj does not hold any Share in the Company.

In the opinion of the Board, Mr. Kalaikuruchi Jairaj fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013. His appointment as Independent Director is recommended for approval of the Members of the Company.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member, signifying the intention to propose the appointment of Mr. Kalaikuruchi Jairaj as an Independent Director of the Company. The Board of Directors of the Company has recommended the appointment of Mr. Kalaikuruchi Jairaj as Independent Director of the Company.

This Notice may also be treated as individual Notice to the Members, in terms of Section 160(2) of the Companies Act, 2013.

Except Mr. Kalaikuruchi Jairaj, none of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

ITEM NO. 7

Ms. Sangeeta Talwar (DIN: 00062478) was appointed as an Additional Director of the Company under Independent Director category with effect from 22 September 2023.

Ms. Sangeeta Talwar holds a bachelor's degree in arts from the University of Delhi and holds a post-graduate diploma in management from the Indian Institute of Management, Kolkata. Additionally, she has completed the executive development programme at the Wharton School, University of Pennsylvania. Sangeeta Talwar is currently a designated partner at Flyvision Consulting LLP. She has in the past, been associated with Nestle India Limited as its executive vice president of marketing, Mattel Inc. as its managing director, India, Tata Tea Limited as its executive director, of marketing and NDDB Dairy Services as its Managing Director.

In terms of Section 161 of the Companies Act, 2013, she holds office as an Additional Director up to the date of the forthcoming Annual General Meeting. Accordingly, it is proposed to appoint Ms. Sangeeta Talwar as an Independent Director of the Company with effect from 22 September 2023.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards (excluding Foreign Companies) are as follows:

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
HCL Infosystems Limited	Director	Chairperson of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee
		Member of Audit Committee
SEIL Energy India Limited	Director	Chairperson of Nomination and Remuneration Committee
		Member of Audit Committee and Corporate Social Responsibility Committee
TCNS Clothing Co. Limited	Director	Chairperson of Stakeholders Relationship Committee
		Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Committee

Name of the Companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Castrol India Limited	Director	Chairperson of Nomination and Remuneration Committee Member of Audit Committee and Corporate Social Responsibility Committee
Mahindra Holidays & Resorts India Limited	Director	Chairperson of Nomination and Remuneration Committee Member of Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee Committee

Ms. Sangeeta Talwar does not hold any Share in the Company.

In the opinion of the Board, Ms. Sangeeta Talwar fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013. Her appointment as Independent Director is recommended for approval of the Members of the Company.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member, signifying the intention to propose the appointment of Ms. Sangeeta Talwar as an Independent Director of the Company. The Board of Directors of the Company has recommended the appointment of Ms. Sangeeta Talwar as Independent Director of the Company.

This Notice may also be treated as individual Notice to the Members, in terms of Section 160(2) of the Companies Act, 2013.

Except Ms. Sangeeta Talwar, none of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

## ITEM NO. 8

Mr. Appakudal Nithyanand (DIN: 00149845), aged about 53 years, was appointed as an Additional Director of the Company by the Board of Directors of the Company on 11 April 2023.

In terms of Section 161 of the Companies Act, 2013, he holds office as an Additional Director up to the date of the forthcoming Annual General Meeting. It is proposed to regularise the appointment of Mr. Appakudal Nithyanand as Director of the Company by seeking consent of the Members of the Company.

Mr. Nithyanand oversees Sembcorp's renewable energy operations and strategic growth in India.

Mr. Nithyanand has 28 years of experience in leadership roles across the infrastructure, real estate, healthcare, and utilities sectors. Before joining Sembcorp, he was CEO, Asia of Roadis Transportation, a global investment and operating infrastructure company. Prior to that, he was the Chief Commercial & Business Development Officer (Airports) at the GMR Group where he was responsible for revenue and growth of its airport business. Over the span of his career, he has led business development and sales, strategic acquisitions and divestments as well as managed key stakeholder relationships.

Mr. Nithyanand holds a Master of Business Administration from Carnegie Mellon University, a Masters in Finance from Delhi University and a bachelor's degree in Economics from Delhi University.

Mr. Appakudal Nithyanand shall be liable to retire by rotation. Since the date of his appointment as Additional Director i.e 11 April 2023, he has attended 2 Board Meetings of the Company.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards (excluding Foreign Companies) are as follows:

Name of the companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Sembcorp Green Hydrogen India Private Limited	Director	NIL

Mr. Appakudal Nithyanand does not holds any Share in the Company.

In terms of Section 160 of the Companies Act, 2013, the Board of Directors of the Company has recommended the appointment of Mr. Appakudal Nithyanand as Director of the Company.

His appointment as Director is recommended for approval of the Members of the Company.

This Notice may also be treated as individual Notice to the Members, in terms of Section 160(2) of the Companies Act, 2013.

Except Mr. Appakudal Nithyanand, none of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

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,

Date : 28 September 2023

Place : Gurugram

Ghaziabad – 201010, Uttar Pradesh