

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, 28 July 2023 at 1:00 p.m. (I.S.T.) at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana to transact the following business: -

SPECIAL BUSINESS

ITEM NO. 1: TO APPROVE THE CONVERSION OF THE COMPANY FROM A PUBLIC LIMITED COMPANY TO A PRIVATE LIMITED COMPANY

To Consider and if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the 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, 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' to 'Private Limited' and consequently the name of the company be changed from "GREEN INFRA WIND ENERGY LIMITED" to "GREEN INFRA WIND ENERGY PRIVATE LIMITED" by inserting the word 'Private' before the word 'Limited'.

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.

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."

ITEM NO. 2: ALTERATION OF NAME CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION

To Consider and if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the rules framed thereunder, subject to such sanctions and approvals as may be required, consent of the Members of the Company be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

"The Name of the Company is GREEN INFRA WIND ENERGY PRIVATE LIMITED".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all steps, actions and do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

ITEM NO. 3: ALTERATION OF THE OBJECT CLAUSES OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and / or such other sanctions and approval as may be required, consent of the Members of the Company be and is hereby accorded to alter the Main Object Clause of the Memorandum of Association of the Company by deleting the following Object Clause No. 5, 6 and 7 of Memorandum of Association of the Company from the Clause III (A):-

5. To Provide Business advisory and support services to BP group and its subsidiaries and associates in India and abroad in respect of their current of future proposed activities.
6. To provide business development and investigation support to BP group and its subsidiaries and associates in India and abroad in respect of their current of future proposed activities.
7. To give on Secondment trained skilled manpower in various fields to BP group and its subsidiaries and associates in India and abroad in respect of the current or future proposed activities.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and / or such other sanctions and approval as may be required, the object Clauses of the Memorandum of Association of the Company be and is hereby altered by substituting the existing title “**The objects incidental or ancillary to the attainment of the main objects are**” of clause III (B) by the title “**Matters which are necessary for the furtherance of the objects specified in Clause III (A)**” and by deleting Clause III(C) as contained in the draft documents having title Memorandum of Association submitted to the meeting and initialled by the Chairperson for the purpose of identification be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all steps, actions and do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

ITEM NO. 4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force) and / or

subject to such sanctions and approvals as may be required, consent of Members of the Company be and is hereby accorded for substituting existing Articles of Association of the Company with new set of altered Articles of Association, a copy whereof is placed before the meeting duly initialed by the Chairperson for the purpose of identification, in conformity with the provisions of the Act relating to a private limited

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all steps, actions and do all such acts, deeds and things as may be necessary to give effect to the above resolution."

ITEM NO. 5: APPOINTMENT OF MR. APPAKUDAL NITHYANAND (DIN: 00149845) AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Article of Association of Company and such other applicable rules and regulations and subject to such other approvals as may be required, if any, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Appakudal Nithyanand (DIN: 00149845) as Managing Director of the Company for a period of 5 (Five) years on the following terms of the remuneration for a period of 3 (Three) years with effect from 12 April 2023.

Remuneration	
Salary in the grade of G1 of INR 3,12,95,616/- per annum (previously INR 2,99,08,255/-, (excluding Amount of Gratuity)), subject to such annual increment in accordance with the Increment Policy of the Company or its Holding Company or as approved by the Board from time to time.	
Other Terms & conditions	
I.	He shall be eligible for Gratuity as per the policy of the Company and applicable Statute.
II.	He shall be eligible for Variable Pay, Variable/ Retention Bonus and such other incentives as per the policy of the Company or its Holding Company which may be based on the Individual and Company performance from time to time. Variable bonus / Incentives are payable only during the service with the Company on the date of payment of such bonus.
III.	He shall also be eligible to participate in the share incentive schemes or any other scheme pursuant to the policy of the Company or its Holding Company from time to time.
IV.	Other Benefits He shall be eligible for such other benefits/perquisites applicable for his grade as per the HR policy of India in force from time to time.

RESOLVED FURTHER THAT Mr. Appakudal Nithyanand shall continue to be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER 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,



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>

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 ratified.”

By order of the Board
Green Infra Wind Energy Limited

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

Manu Garg

Company Secretary

Membership No.: A22058

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

Date: 27 July 2023

Place: Gurugram

NOTES:

- A. 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.
- B.** 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.
- C.** Queries proposed to be raised at the EGM may be sent to the Company at its registered office at least seven days prior to the date of meeting to enable the management to compile the relevant information to reply the same in the meeting.
- D.** Members /proxies should bring the attendance slips duly filled in and Photo ID Proof for attending the meeting.
- E.** Members/proxies attending the meeting are requested to bring their copy of the EGM notice to the meeting.
- F.** Members are requested to notify any change in their address, e-mail address, contact numbers, etc immediately to the company at its registered office.
- G.** 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.
- H.** 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.
- I.** 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.
- J.** Route map of the venue of EGM is attached herewith.

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- K.** Explanatory Statement Pursuant to Section 102 of Companies Act 2013 for the above said Item Nos. 1, 2, 3, 4 & 5 is annexed to the notice.
- L.** 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**

The Company was converted on 18 June 2010 in a public limited company. The Board of directors considered that since the Company is a subsidiary of Sembcorp Green Infra Limited and there is no involvement of public in the shareholding or management of the Company. Therefore, after deliberation, the Board considered that it would be appropriate to convert the Company into a Private Limited Company for better administrative and operational control and to avail the privileges available to private limited companies under the Companies Act, 2013. This conversion would enable the management to carry out its affairs efficiently and economically.

Consequent to conversion of Company from Public Limited to Private Limited, the Company is required to amend its Articles of Association (AOA) by instituting restricting clauses as applicable to a Private Limited Company as per Section 2(68) of the Companies Act, 2013.

Further, the Company is required to amend its Articles of Association (AOA) and Memorandum of Association (MOA) by addition of the word "PRIVATE" before the word "LIMITED" wherever appears in the same.

In terms of Section 13, 14, 18 of the Companies Act, 2013, consent of the Members of the Company by way of special resolution is required for amendment of conversion of the Company from Public Limited to Private Limited and the Company will be required to amend its Articles of Association (AOA) and Memorandum of Association (MOA). Your Directors recommend the resolution at Item No. 1 for giving effect to the above amendment for your approval by way of special resolution. The Members are requested to note that the amendment is subject to the approval of Regional Director, Ministry of Corporate Affairs, Northern Region and such other regulatory authorities, as may be required.

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.

ITEM NO. 2

The conversion of the Company to a Private limited company will result in amending the name clause of the Memorandum of Association of the Company since the name of the Company will change from "GREEN INFRA WIND ENERGY LIMITED" to "GREEN INFRA WIND ENERGY PRIVATE LIMITED".

In terms of Section 13 of the Companies Act, 2013, consent of the Members of the Company by way of special resolution is required for amendment of the Memorandum of Association of the Company. Your Directors recommend the resolution at **Item No. 2** for giving effect to the above amendment for your approval by way of special resolution. The Members are requested to note that

the amendment is subject to the approval granted by the Registrar of Companies, Delhi, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

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 extra ordinary general meeting of the Company.

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

ITEM NO. 3

The Company was originally incorporated under the provisions of the **Companies Act, 1956** and in terms of the relevant provision of said Act, “**Object clause**” be divided into three sub clauses i.e Main Objects, the objects incidental or ancillary to the attainment of the main objects and other objects.

Upon review of the Main Objects of Memorandum of Association of the Company, your Directors consider that Clause Nos. 5, 6 and 7 of the Main Objects are immaterial and should be removed by altering the Main Object Clause of the Memorandum of Association of the Company by deleting the following Object Clause No. 5, 6 and 7 of Memorandum of Association of the Company from the Clause III (A):-

5. To Provide Business advisory and support services to BP group and its subsidiaries and associates in India and abroad in respect of their current of future proposed activities.
6. To provide business development and investigation support to BP group and its subsidiaries and associates in India and abroad in respect of their current of future proposed activities.
7. To give on Secondment trained skilled manpower in various fields to BP group and its subsidiaries and associates in India and abroad in respect of the current or future proposed activities.

However, pursuant to the provisions of the **Companies Act, 2013**, “**Object Clause**” of the Company be divided into two sub Clauses namely **Main Objects** and **matters which are necessary for the furtherance of the objects specified in Clause III (A)**. Therefore Your Directors consider it necessary to amend the existing Clause III (B) i.e. the objects incidental or ancillary to the attainment of the main objects by substituting with new Clause III(B) and the provisions contained in sub Clause (C) of main object Clause III of the Memorandum of Association of the Company are redundant in terms of new provisions of the Companies Act, 2013. Therefore, your directors consider it desirable to amend object Clause by deleting the existing sub-Clause (C) of main object Clause III of the Memorandum of Association of the Company.

In terms of Section 13 of the Companies Act, 2013, consent of the Members of the Company by way of special resolution is required for amendment of the Memorandum of Association of the

Company. Your Directors recommend the resolution at **Item No. 3** for giving effect to the above amendment for your approval by way of special resolution. The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Delhi, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

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 concerned and interested in the proposed resolution except to the extent of their respective shareholding, if any.

ITEM NO. 4

The Company is a public limited company and had adopted the Articles of Association applicable for a public limited company under the Companies Act, 2013. The conversion of the Company to a private limited company will require to adopt a new set of Articles of Association, (primarily based on Table F as set out under the Companies Act, 2013). Therefore, your directors consider it necessary to amend existing Articles of Association by adopting new set of Articles of Association which would be in conformity with the provisions of the Companies Act, 2013 and the various rules made thereunder and to assist the management to carry out its objects as set out in Memorandum of Associations more effectively and efficiently.

In terms of Section 5, 14 of the Companies Act, 2013, consent of the Members of the Company by way of special resolution is required for amendment of the Articles of Association of the Company. Your Directors recommend the resolution at **Item No. 4** for giving effect to the above amendment for your approval by way of special resolution. The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Delhi, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

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 extra ordinary general meeting of the Company.

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

ITEM NO. 5

On 11 April 2023, the Board of Directors of the Company ("the Board") upon the approval of Audit Committee and recommendation of Nomination and Remuneration Committee had appointed Mr. Appakudal Nithyanand (DIN: 00149845), aged about 53 years, as Managing Director of the Company for a period of 5 years with effect from 12 April 2023 on the following terms of the remuneration for a period of 3 (Three) years.

Remuneration	
Salary in the grade of G1 of INR 3,12,95,616/- per annum (previously INR 2,99,08,255/-, (excluding Amount of Gratuity)), subject to such annual increment in accordance with the Increment Policy of the Company or its Holding Company or as approved by the Board from time to time.	
Other Terms & conditions	
I.	He shall be eligible for Gratuity as per the policy of the Company and applicable Statute.
II.	He shall be eligible for Variable Pay, Variable/ Retention Bonus and such other incentives as per the policy of the Company or its Holding Company which may be based on the Individual and Company performance from time to time. Variable bonus / Incentives are payable only during the service with the Company on the date of payment of such bonus.
III.	He shall also be eligible to participate in the share incentive schemes or any other scheme pursuant to the policy of the Company or its Holding Company from time to time.
IV.	Other Benefits He shall be eligible for such other benefits/perquisites applicable for his grade as per the HR policy of India in force from time to time.

Mr. Nithyanand has more than 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.

Considering the qualification and relevant experience of Mr. Appakudal Nithyanand, the Board of Directors consider that the remuneration proposed to him is justified and commensurate with his relevant experience, qualifications and is comparable with the similarly placed persons in the Industry.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Sl. No.	Particulars	Remarks
	I. General information:	
1.	Nature of industry	Renewable Power Generation
2.	Date or expected date of commencement of commercial production	6 June 2005
3.	In case of new companies,	Not Applicable

	expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus																																				
4.	Financial performance based on given indicators	<table><tr><th>Particulars</th><th colspan="3">For the year/period ended (INR Million)</th></tr><tr><td></td><td>31 March, 2023</td><td>31 March, 2022</td><td>31 March, 2021</td></tr><tr><td>Total Income</td><td>9,228.88</td><td>7,525.89</td><td>5665.07</td></tr><tr><td>Total Expenses</td><td>7,078.07</td><td>6511.77</td><td>6090.74</td></tr><tr><td>Profit before tax</td><td>2,150.81</td><td>1014.12</td><td>(425.67)</td></tr><tr><td>Net Profit</td><td>1,278.48</td><td>698.16</td><td>(328.84)</td></tr><tr><td>Equity Share Capital</td><td>25,011.86</td><td>16,160.72</td><td>16,160.72</td></tr><tr><td>Other Equity</td><td>12,308.24</td><td>75.46</td><td>(630.41)</td></tr></table>				Particulars	For the year/period ended (INR Million)				31 March, 2023	31 March, 2022	31 March, 2021	Total Income	9,228.88	7,525.89	5665.07	Total Expenses	7,078.07	6511.77	6090.74	Profit before tax	2,150.81	1014.12	(425.67)	Net Profit	1,278.48	698.16	(328.84)	Equity Share Capital	25,011.86	16,160.72	16,160.72	Other Equity	12,308.24	75.46	(630.41)
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5.	Foreign investments or collaborations, if any.	The Company is a subsidiary of Sembcorp Green Infra Limited and Sembcorp Green Infra Limited is a subsidiary of Sembcorp Utilities Pte Ltd and Sembcorp Industries Limited, which are based at Singapore.																																			
II. Information about the appointee:																																					
6.	Background details	<p>Mr. Nithyanand has more than 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.</p> <p>Mr. Appakudal Nithyanand has a varied experience in general management, business development, business strategy, sales, interfacing with and managing regulatory / political stakeholders at all levels and negotiating contracts. His extensive experience across all stages of the infrastructure cycle also gives him a sharp commercial acumen.</p>																																			

		<p>He was appointed as an Additional Director by the Board of Directors at their Board Meeting held on 11 April 2023.</p> <p>Further, he was appointed as Managing Director with effect from 12 April 2023 by the Board of Directors at their Board Meeting held on 11 April 2023.</p>
7.	Past remuneration	N.A
8.	Recognition or awards	NIL
9.	Job profile and his suitability	<p>Mr. Nithyanand has more than 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.</p> <p>Mr. Appakudal Nithyanand has a varied experience in general management, business development, business strategy, sales, interfacing with and managing regulatory / political stakeholders at all levels and negotiating contracts. His extensive experience across all stages of the infrastructure cycle also gives him a sharp commercial acumen.</p>
10.	Remuneration proposed	As mentioned herein above
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The Company owns and operates renewable power projects itself and through its subsidiaries which are intended to sell power generated from its wind and solar projects through a combination of long term power purchase agreements with State electricity Board and group captive users.</p> <p>Keeping in view the size and operations of the company and similarly positioned profile in the Renewable Power industry, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the Power industry.</p>
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.

III. Other information:		
13.	Reasons of loss or inadequate profits	Renewable projects are capital intensive projects. During the initial years of operations the projects have high depreciation and interest cost resulting in lower profits.
14.	Steps taken or proposed to be taken for improvement	<p>The three SECI Projects being developed through subsidiaries are now fully operational. In the coming years once the debt amortization starts and the interest costs will come down, it will start generating higher profits.</p> <p>In addition to this, our in-house team managing the O&M operations for our renewable projects constantly work for improving the efficiencies and reducing the costs.</p>
15.	Expected increase in productivity and profits in measurable terms	The Company is already improved its productive efficiencies and are taking various initiatives for reducing the operating & financing costs and also augmenting the generation through better machine availability and efficiency which would improve the profitability of the Company.

The above explanatory statement shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

The aforesaid appointment and remuneration are recommended for approval of the Members of the Company as a Special Resolution.

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
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: 27 July 2023

Place: Gurugram

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 27 July 2023 for Extraordinary General Meeting (“EGM”) of the Members of the Company to be held on Friday, 28 July 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:
.....
.....

Route Map

