

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting of **ReNew Wind Energy (Jath) Limited** ('Company') will be held on Thursday, September 29, 2022 at 11:00 A.M. at 138, Ansal Chambers II, Bhikaji Cama Place, Delhi-110066, the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon

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

“RESOLVED THAT the audited Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Balram Mehta (DIN: 06902711) Managing Director who retires by rotation and being eligible, offers himself for re-appointment

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

“RESOLVED THAT Mr. Balram Mehta (DIN: 06902711) Managing Director who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

SPECIAL BUSINESS

3. Appointment of Mr. Manoranjan Khuntia (DIN: 09617581) as a Director of the company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Manoranjan Khuntia (holding DIN 09617581), who was appointed by the Board of Directors as an Additional Director (Non- Executive) of the Company w.e.f. May 27, 2022 and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as a Director (Non- Executive) of the Company, whose period of office will be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT the Key Managerial Personnel and/or the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

4. Appointment of Statutory Auditor

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

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s B D G & Associates, Chartered Accountants (Firm Registration No. 119739W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office

ReNew Wind Energy (Jath) Limited

CIN: U40101DL2012PLC236227

Corporate Office

ReNew.Hub, Commercial Block-1, Zone-6, Golf Course Road, DLF City Phase-V, Gurugram - 122009,

Tel: +91 124 489 6670, Fax: +91 124 489 6699, Email: info@renewpower.in, Website: www.renewpower.in

Registered Office

138, Ansal Chambers-II, Bhikaji Cama Place, Delhi - 110066, Tel: +91 11 4677 2200, Fax: +91 11 4111 2980

from the conclusion of 10th Annual General Meeting, for a term of 5 (five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Key Managerial Personnel and/or the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

5. To ratify the remuneration of Cost Auditors for the financial year 2022-23

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration (plus applicable tax and out of pocket expenses) finalized by the Board of Directors to M/s. Sanjay Arya & Associates (Firm Registration No. 102619), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the financial year ending 31 March, 2023.”

BY ORDER OF THE BOARD



NITISH KUMAR
Company Secretary
M.No.: A33380

**Address: H. No. 14, FF, Block 3, Springfield Colony
Sector 31, Faridabad, Haryana 121003**

Place: Gurugram
Date: September 6, 2022

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
4. In terms of the provisions of Section 152 of the Act, Mr. Balram Mehta, Managing Director, retire by rotation at the Meeting. The Board of Directors of the Company commends his re-appointment.
5. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.

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6. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the Annual General Meeting.
8. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of meeting.
9. Route map and land mark details for the venue of Annual General Meeting is annexed to the notice.



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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3: Appointment of Mr. Manoranjan Khuntia (DIN: 09617581) as a Director of the company

Mr. Manoranjan Khuntia (DIN: 09617581) was appointed as an Additional Director of the Company by the Board with effect from May 27, 2022, in accordance with the provisions of Section 161 of the Companies Act 2013 (Act). Pursuant to Section 161 of the Act, Mr. Manoranjan Khuntia holds office up to the date of ensuing Annual General Meeting.

Mr. Manoranjan Khuntia is Assistant Vice President Operations - Solar Manufacturing at ReNew Power Private Limited, Holding Company. He is an Electronics and Communication Engineer, having over 23 Years' Experience in setting up SPV module & cell manufacturing plant & manufacturing operation of over 1.5 GW Solar PV module plant. Underwent training on "manufacturing Technology of solar module" in USA. He possesses expertise in handling OEM factories in India & China. He also has exposure in many European & Chinese module production lines. He is a certified Six Sigma Black Belt holder and has effectively completed many throughput improvement and cost reduction six-sigma projects and also has certifications on QMS, EHS and OHSAS lead auditor.

Mr. Khuntia has provided his consent to act as Director in Form DIR-2 and an intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164 of the Act. Mr. Khuntia does not have any relationship with other Directors and Key Managerial Personnel of the Company.

Details of Mr. Khuntia as required under the applicable provisions of the Act, are provided in the "Annexure" to the Notice. The Board recommends that, considering his knowledge and wide experience, his association would be of immense benefit to the Company. Approval of Members is accordingly sought for appointment of Mr. Khuntia as set out at Item no. 3 of the accompanying Notice.

The concern or interest, financial or otherwise in respect of agenda no. 3 under Special Business of:

- | | |
|---|---------------------------------------|
| i. Director and Manager | - None except Mr. Khuntia |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None except Mr. Khuntia's relatives |

ITEM NO. 4: Appointment of Statutory Auditor

The Board of Directors of the Company at its meeting held on May 27, 2022 pursuant to Section 139 of the Companies Act, 2013 (Act) and other applicable provisions, if any, of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s B D G & Associates, Chartered Accountants, (Firm Registration Number: 119739W) as Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of 10th Annual General Meeting, till the conclusion of 15th Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined by the Board of Directors in consultation with the Auditors.

The Company has received consent letter and eligibility certificate from M/s B D G & Associates, Chartered Accountants to act as Statutory Auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Act.

The concern or interest, financial or otherwise in respect of agenda no. 4 under Special Business of:

- | | |
|---|--------|
| i. Director and Manager | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

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ITEM NO. 5 To ratify the remuneration of Cost Auditors for the financial year 2022-23

In accordance with the provisions of Section 148 of the Companies Act, 2013 (Act) and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint Cost Auditors to audit the cost records of the applicable products of the Company relating to the business.

The Board has appointed M/s. Sanjay Arya & Associates as the Cost Auditors of the Company for the financial year 2022-23 on a remuneration as decided by Directors of the Company plus applicable tax and out of pocket expenses that may be incurred.

In terms of Section 148 and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

The concern or interest, financial or otherwise in respect of agenda no. 5 under Special Business of:

- | | |
|---|--------|
| i. Director and Manager | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

Your Directors recommend the Resolution in Item No. 3, 4 & 5, as Ordinary Resolution for your approval.

BY ORDER OF THE BOARD



NITISH KUMAR
Company Secretary
M.No.: A33380

**Address: H. No. 14, FF, Block 3, Springfield Colony
Sector 31, Faridabad, Haryana 121003**

Place: Gurugram
Date: September 6, 2022

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ANNEXURE TO ITEM NO. 2 & 3 OF THE NOTICE

Pursuant to the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, below mentioned are the details of Directors being retire by rotation, seeking appointment/ reappointment at the 10th Annual General Meeting.

Name of the Director	Mr. Balram Mehta	Mr. Manoranjan Khuntia
Directors Identification Number	06902711	09617581
Date of Birth	August 20, 1970	August 14, 1968
Qualification	Bachelor's degree in technology and Master's degree in business administration in operations management	Electronics and Communication Engineer
Experience (including experience in specific function areas)	Over 25 years of experience in product and project technical due diligence, commercial and contract negotiations, project execution, operation and maintenance of wind and solar assets.	Over 23 Years' Experience in setting up SPV module & cell manufacturing plant & manufacturing operation of over 1.5 GW Solar PV module plant.
Date of first appointment	March 31, 2015	May 27, 2022
Shareholding in the Company	Nil	Nil
Terms and Conditions of appointment/ reappointment	Executive Director liable to retire by rotation without remuneration.	As per Item No. 3 of the Notice
Remuneration last drawn (including sitting fees, if any)	NIL	NIL
Remuneration Proposed to be paid	NIL	NIL
Shareholding in the Company	1 Equity share (as a Nominee of ReNew Power Private Limited)	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during F.Y. 2021-22	3	NIL
Directorships of other Boards	<ol style="list-style-type: none"> 1. ReNew Wind Energy (AP) Private Limited 2. ReNew Wind Energy (Jamb) Private Limited 3. ReNew Wind Energy (MP Two) Private Limited 4. ReNew Wind Energy (Shivpur) Private Limited 5. ReNew Wind Energy (Karnataka) Private Limited 6. ReNew Wind Energy (Devgarh) Private Limited 7. Regen Powertech Private Limited 8. ReNew Wind Energy (Rajasthan One) Private Limited 	<ol style="list-style-type: none"> 1. ReNew Solar (Shakti Eleven) Private Limited 2. ReNew Solar Services Private Limited 3. ReNew Solar (Shakti Twelve) Private Limited 4. ReNew Solar (Shakti Ten) Private Limited 5. ReNew Solar (Shakti Nine) Private Limited

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	9. Regent Climate Connect Knowledge Solutions Private Limited	6. ReNew Solar (Shakti Thirteen) Private Limited 7. Ostro Dhar Wind Private Limited 8. Tarun Kiran Bhoomi Private Limited 9. ReNew Saur Shakti Private Limited
Membership/Chairmanship of Committees of other Boards	N/A	N/A



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U40101DL2012PLC236227
Name of the company:	ReNew Wind Energy (Jath) Limited
Registered office:	138, Ansal Chamber – II, Bhikaji Cama Place, New Delhi-110066

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	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 Annual General meeting of the Company, to be held on Thursday, September 29, 2022 at 11:00 A.M. at 138, Ansal Chamber – II, Bhikaji Cama Place, New Delhi-110066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon
2.	To appoint a Director in place of Mr. Balram Mehta (DIN: 06902711) Managing Director who retires by rotation and being eligible, offers himself for re-appointment
3.	Appointment of Mr. Manoranjan Khuntia (DIN: 09617581) as a Director of the company
4.	Appointment of Statutory Auditor
5.	To ratify the remuneration of Cost Auditors for the financial year 2022-23

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Signed this..... day of..... 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix INR 1
Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the meeting.



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RENEW WIND ENERGY (JATH) LIMITED

CIN No: U40101DL2012PLC236227

(Registered office: 138, Ansal Chamber – II, Bhikaji Cama Place, NEW DELHI-110066)

**ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Name of the Attending Member/Proxy (in Block Letters): _____

Folio No.: _____

No. of shares: _____

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on Thursday, September 29, 2022 at 11:00 A.M. at 138, Ansal Chambers-II, Bhikaji Cama Place, New Delhi-110066.

.....
Signature of the Attending Member/Proxy/ Authorised Representative

Notes:

1. A Member/Proxy/ Authorised representative attending the meeting must fill in and sign this Attendance Slip and hand it over at the entrance.
2. Member intending to appoint a proxy, should complete the Proxy Form given below and deposit it at the Company's Registered Office before the commencement of the meeting.

ReNew Wind Energy (Jath) Limited

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Corporate Office

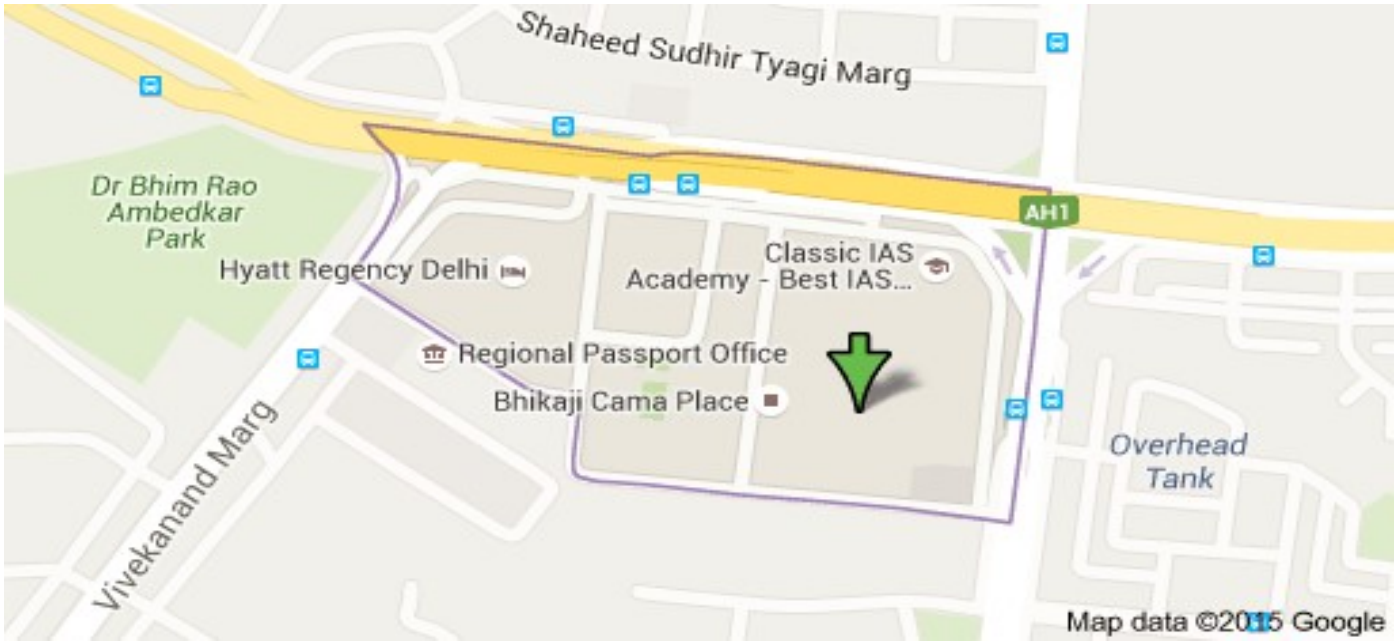
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ROUTE MAP



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