

NOTICE OF EXTRA ORDINARY GENERAL MEETING

**To,
The Members;
Board of Directors
Debenture Trustee
Secretarial Auditors &
Statutory Auditors**

Notice is hereby given that the Extra-Ordinary General Meeting of ReNew Wind Energy (Jath) Limited (“Company”) will be held on Friday, 15th January 2021 at 11:00 A.M. at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Tantra Narayan Thakur (DIN – 00024322) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 (“Act”), and on the recommendation of the nomination and remuneration committee of the Board and approval of the Board of Directors for appointment of Mr. Tantra Narayan Thakur, (DIN – 00024322) as an Additional Director (Category – Independent) of the Company, who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 3 (Three) consecutive years w.e.f 19th December 2020 and following shall be the terms and conditions of his appointment as an Independent Director of the Company:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Age	71 Years
3.	Duration of appointment	3 (Three) years
4.	Remuneration	A. Sitting Fee INR 25,000/- (Rupees Twenty-Five Thousand Only) for each meeting of the Board and INR 10,000 (Rupees Ten Thousand Only) for each meeting of the Committee of the Company.

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

		<p>B. Commission in case of profits Maximum of INR 30,00,000/- (Rupees Thirty Lacs Only) as may be decided by the Board from time to time, subject to the limits defined under Section 149 read with Section 197 of Companies Act 2013.</p> <p>C. Reimbursement of expenses For participation in the meeting of the Board, Committee and other official business of the Company</p>
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RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.”

**By order of the Board
For ReNew Wind Energy (Jath) Limited**



**Nitish Kumar
Company Secretary
M. No: ACS - A33380**

**Date: 21-12-2020
Place: Gurugram**

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NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I**.
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure II** 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.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER OF THE COMPANY, TO ATTEND AND VOTE INSTEAD OF HIMSELF. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING. THE PROXY FORM IS ANNEXED HERETO AS **ANNEXURE III**.
4. In case of corporate Shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
5. In terms of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, as amended, the Independent Directors are required to be appointed for a term up to five consecutive years and are not liable to retire by rotation. Accordingly, resolution proposing appointment of Independent Director is given at item no. 1 of this Notice. In terms of the Companies Act, 2013, as amended, the Board of Directors has reviewed the declaration made by him that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and the Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent to the management.
6. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Shareholders electronically.
7. 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.
8. Route map and land mark details for the venue of general meeting are annexed as **Annexure-IV**.

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ANNEXURE I:

EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item 1: Appointment of Mr. Tantra Narayan Thakur (DIN – 00024322) as an Independent Director of the Company

To bring more experience on the Board, your Board had appointed Mr. Tantra Narayan Thakur as an Additional Director (Category- Independent Director) on 19th December 2020 for a term of 3 (three) consecutive years.

Mr. Thakur is also an Independent Director of ReNew Power Private Limited (Holding Company).

Mr. Thakur is a former member of prestigious Civil Service in India, has more than 40 years of experience with government, private global companies in India and South Asia. Widely acclaimed as innovative professional for setting up and managing businesses, he is serving as non-executive Board Member of AD Hydro Power Limited, Malana Power Limited etc. He was on the Board of InfraCo Asia Development Pte Ltd, Singapore for many years. During 2012-2015, He was advisor for Fortum India, a subsidiary of Fortum (TAQA India Limited (A subsidiary of Abu Dhabi based energy and water authority) and for the Essar Group. Mr. Thakur was a member of the management board of TERI University and a Faculty of the Faculty of Management Services of Delhi University. He was member of the Advisory Board of TERI for a number of years and was a member of the Finance Committee of Jawahar Lal Nehru University (JNU). He was instrumental for setting up of first Power Exchange in India and also credited for turning around of Power Finance Corporation (PFC) India in one year as Director (Finance & Financial Operations). He launched several debt issues, domestic and international for PFC very successfully, revamped treasury functions and set up consultancy unit. He had been persuaded by the Govt. of India to join PFC at a time when the company was a sick one and within a year of his tenure it became one of the best performing companies of the Govt. He was deputed to UNHCR, Geneva for performance audit on behalf of UN Board of Auditors. He served as member of the Prime Minister's Task Force (headed by Dr. C. Rangarajan) on the socio-economic development of Jammu Kashmir.

He has held position of Chairman & Managing Director- PTC India Limited, Chairman & Managing Director- PTC India Financial Services Limited, Director (Finance & Financial Operations) -Power Finance Corporation Limited, Secretary to Chief Minister-Bihar etc.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of Mr. Tantra Narayan Thakur (DIN- 00024322) as an Independent Director for a term of 3 (three) consecutive years on the Board of the Company.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and vast experience, his association would be very beneficial to the Company and it is desirable to appoint him as an Independent Director.

In the opinion of the Board, Mr. Thakur is Independent from the management and that he fulfils the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as an Independent Director of the

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Company and proposes to appoint him as an Independent Director of the Company for a term of 3 (three) years.

Mr. Tantra Narayan Thakur (DIN- 00024322) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Tantra Narayan Thakur (DIN00024322) for the office of Independent Director of the Company

The Company has received consent and declaration in writing from Mr. Tantra Narayan Thakur that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 of the Act.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office or Corporate Office of the Company during normal business hours on any working day without payment of any fee, by the member.

Details of Mr. Thakur is provided in the “**Annexure A**” to the Notice.

The concern or interest, financial or otherwise in respect of agenda no. 1 under Special Business of:

- | | |
|--|--------|
| i. Director and KMP (except Mr. T.N. Thakur to the extent of his directorship) | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

This statement may also be regarded as an appropriate disclosure under the Act.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the ordinary resolution as set out in the Notice.

**By order of the Board
For ReNew Wind Energy (Jath) Limited**



Nitish Kumar

**Company Secretary
M. No: ACS - A33380**

Date: 21-12-2020

Place: Gurugram

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Annexure – A

Details of Director seeking appointment at the Meeting

Particulars	Mr. Tantra Narayan Thakur
DIN	00024322
Age	71 years (01/06/1949)
Qualification	Bachelor of Science (Engineering)
Experience (including experience in specific function areas)	Treasury Management, Financial Management including Resource Mobilisation, Investment Decisions and appraisal of Project Lending.
Terms and Conditions of Appointment	As per the resolution at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Thakur is proposed to be appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration Proposed to be paid	As per the resolution at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto.
Date of first appointment on the Board	19 th December 2020
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended	Not Applicable
Directorships of other Boards	<ol style="list-style-type: none"> 1. India Power Corporation Limited 2. HR Food Processing Private Limited 3. Malana Power Company Limited 4. Ad Hydro Power Limited 5. Renew Power Private Limited 6. Lone Star India Asset Reconstruction Private Limited 7. Kristan Advisors Private Limited
Membership/Chairmanship of Committees of other Boards	India Power Corporation Limited 1) Risk Management Committee - Chairman

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	<p>Malana Power Company Limited 1) Audit Committee 2) Nomination and Remuneration Committee</p> <p>Ad Hydro Power Limited 1) Audit Committee 2) Nomination and Remuneration Committee</p> <p>Renew Power Private Limited 1) Audit Committee</p>
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ANNEXURE II:

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Extra-Ordinary General Meeting of M/s ReNew Wind Energy (Jath) Limited on Friday, 15th January 2021 at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 11:00 A.M.

Full Name of the Shareholder/ Authorized representative: _____

residing at/having registered office at _____

Folio No./Client ID [_____]

No. of Shares held: [_____]

Name of Proxy (if any): [_____]

Signature of the-Shareholder/Proxy/
Corporate Representative*

** Strike out whichever is not applicable*

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ANNEXURE III:

PROXY FORM - MGT-11

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

Name of the Company: M/s ReNew Wind Energy (Jath) Limited
(CIN: U40101DL2012PLC236227)

Registered Office of the Company: 138 Ansal Chambers-II, Bhikaji Cama Place, New Delhi-66

Name of the Member (s): _____ residing at/having registered office at _____ & e-mail Id: _____ bearing Folio No./Client ID _____.

I / We, being the Member(s) of _____ (In words _____) equity shares of M/s ReNew Wind Energy (Jath) Limited hereby appoint –

1. Name: _____ Address _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____ Address : _____

E-mail Id: _____

Signature: _____, or failing him / her

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 Extra-Ordinary General Meeting of the Company, to be held on Friday, 15th January 2021, at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 11:00 AM and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Signed this ____ day of _____, 2020/21

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Affix Re. 1
Revenue
Stamp

Note: This form of proxy in order to be effective, should be duly completed, stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ReNew Wind Energy (Jath) Limited

CIN: U40101DL2012PLC236227

Corporate Office

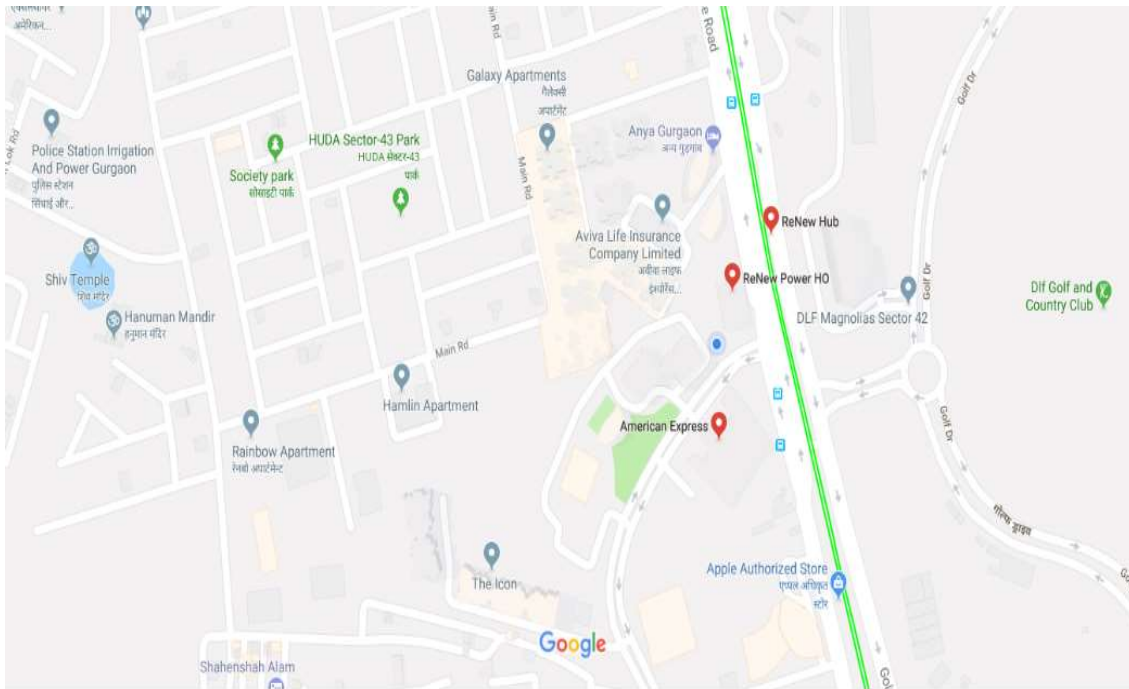
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Annexure-IV



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