

NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of members of ReNew Power Private Limited will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on Tuesday, 29th September, 2020 at 11.30 A.M., to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt (a) the audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon**

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

- (a) “RESOLVED THAT** the audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- (b) “RESOLVED THAT** the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

SPECIAL BUSINESS

- 2. To ratify the remuneration of Cost Auditors for the financial year 2020-21**

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

“RESOLVED THAT pursuant to provisions of 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 of INR 75,000 (Indian Rupees Seventy Five Thousand only) plus GST and out of pocket expenses payable to M/s. Sanjay Arya & Associates (Firm Registration No. 102619), as finalised by the Board of Directors in their meeting held on June 08, 2020, who have been appointed 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, 2021.”

- 3. To approve the regularization of the appointment of Mr. Satoshi Yajima as Director not liable to retire by rotation**

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

ReNew Power Private Limited

(Formerly Known as ReNew Power Limited and ReNew Power Ventures Private Limited)

CIN: U40300DL2011PTC291527

Registered Office: 138, Ansal Chambers-II, Bhikaji Cama Place, Delhi- 110066

Tel: +91 11 4677 2200, **Fax:** +91 11 4111 2980

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

Tel: +91 12 4489 6670, **Fax:** +91 12 4489 6699

Email: info@renewpower.in, **Web:** www.renewpower.in

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Satoshi Yajima (DIN: 07747831), who was appointed as an Additional Director of the Company with effect from 8th June 2020 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the Annual General Meeting, be and is hereby appointed as a Director not liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company and Mr. Ashish Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the necessary formalities relating to filing of Form DIR-12 with Registrar of Companies, Delhi & Haryana and matters incidental & ancillary thereto as may be required to be complied with by the Company.”

4. **To approve the regularization of the appointment of Mr. Anuj Girotra as Director not liable to retire by rotation**

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Anuj Girotra (DIN: 06401549), who was appointed as an Additional Director of the Company with effect from 6th August 2020 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the Annual General Meeting, be and is hereby appointed as a Director not liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company and Mr. Ashish Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the necessary formalities relating to filing of Form DIR-12 with Registrar of Companies, Delhi & Haryana and matters incidental & ancillary thereto as may be required to be complied with by the Company.”

**By order of the Board
For ReNew Power Private Limited**



**Ashish Jain
Company Secretary
M. No: FCS -6508**

**Address: Flat No. 203, Bhagwanti Apartments, Plot No. 83,
Sector 56, Gurgaon- 122011, Haryana, India**

**Date : September 04, 2020
Place : Gurugram**

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Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. The facility for appointment of proxies by the Members will also not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Tuesday, September 29, 2020.
5. Notice of AGM shall be sent in accordance with the provisions of the Companies Act, 2013, the notice to members may be given only through emails registered with the Company or with the depository/depository participant.
6. The facility for joining the meeting will be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. All the members who shall join the meeting through Video Conferencing/ OAVM can vote at the meeting.
7. As the Company is not required to provide the facility of e-voting, accordingly voting to be done by show of hands unless poll is demanded. If poll is conducted on any matter the same will take place by way of email, ballot paper shall be provided to the shareholders. The Chairman shall regulate the process of poll through email.
8. Unless the articles of the company otherwise provide, the members present at the meeting shall elect one of themselves to be the Chairman thereof on a show of hands.
9. Instructions on how to access and participate in the meeting:
 - (a) Meeting number and meeting password along with link shall be shared with respect to this meeting.
 - (b) Click on the link with respect to this meeting.
 - (c) You can join the meeting through application or browser.

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10. Shareholders who need assistance with using the technology before or during the meeting can contact on +91- 9643200632.
11. Designated email address with respect to this Annual General Meeting is ashish@renewpower.in.
12. 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 at ashish@renewpower.in, the designated email address of the Company.
13. The documents mentioned in the notice and other statutory records and registers shall be provided for inspection through electronic means as and when demanded till the date of the meeting.
14. Instructions for conducting poll on demand:
 - i) Ballot forms for specific agenda shall be forwarded to all the members at their registered email ID.
 - ii) 30 minutes time shall be provided to all the members to give their assent or dissent on the specific agenda and forwarded it at the designated email address of the Company.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2: To ratify the remuneration of Cost Auditors for the financial year 2020-21

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

The Board of Directors at their meeting held on June 08, 2020, had appointed M/s. Sanjay Arya & Associates as the Cost Auditors of the Company for the financial year 2020-21 on a remuneration of INR 75,000 (Indian Rupees Seventy Five Thousand only) plus applicable Goods and Service tax and out of pocket expenses that may be incurred.

In terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

Therefore your Directors recommend the Resolution in Item No. 2, as an Ordinary Resolution for your approval.

The concern or interest, financial or otherwise in respect of agenda no. 2 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 |

Item No. 3: To approve the regularization of the appointment of Mr. Satoshi Yajima as Director not liable to retire by rotation.

Mr. Satoshi Yajima, nominee of JERA Power RN B.V. was appointed as an Additional Director of the Company with effect from 8th June 2020. As per the provisions of Section 161 of the Companies Act 2013, his office shall expire at the ensuing Annual General Meeting.

The Board places the proposal for his appointment to the members as Director not liable to retire by rotation at the ensuing Annual General Meeting.

Therefore, your Directors recommend the Resolution in Item No.3, as an Ordinary Resolution for your approval.

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

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- i. Director and Manager (Except Mr. Satoshi Yajima to the extent of his directorship) - None
- ii. Every other Key Managerial Personnel - None
- iii. Relatives of persons mentioned in (i) and (ii) - None

Item No. 4: To approve the regularization of the appointment of Mr. Anuj Girotra Director not liable to retire by rotation.

Mr. Anuj Girotra, nominee of Canada Pension Plan Investment Board was appointed as an Additional Director of the Company with effect from 6th August, 2020. As per the provisions of Section 161 of the Companies Act 2013, his office shall expire at the ensuing Annual General Meeting.

The Board places the proposal for his appointment to the members as Director not liable to retire by rotation at the ensuing Annual General Meeting.

Therefore, your Directors recommend the Resolution in Item No. 4, as an Ordinary Resolution for your approval.

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

- i. Director and Manager (Except Mr. Anuj Girotra to the extent of his directorship) - None
- ii. Every other Key Managerial Personnel - None
- iii. Relatives of persons mentioned in (i) and (ii) - None

**By order of the Board
For ReNew Power Private Limited**



**Ashish Jain
Company Secretary
M. No: FCS -6508**

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