

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

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

Notice is hereby given that the Extra-Ordinary General Meeting of ReNew Power Limited (“Company”) will be held on Saturday the 27<sup>th</sup> April 2019 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 the business:

**SPECIAL BUSINESS:****1. To convert the Company from Public Limited to Private Limited**

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

**“RESOLVED THAT** pursuant to provisions of Section 13, the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, (presently delegated to the Regional Director) and other applicable provisions of the Companies Act, 2013, if any, consent of the members be and is hereby accorded to convert the Company to Private Limited and to change the name of the Company from **ReNew Power Limited to ReNew Power Private Limited.**

**RESOLVED FURTHER THAT** Clause I of Memorandum of Association of Company be and is hereby deleted and the following new Clause I be inserted in its place:

*“The name of the company is ReNew Power Private Limited.”*

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company and to adopt the new set of Articles of Association of Company, the draft of which has been circulated to Shareholders, post conversion of Company to Private Limited.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to file the necessary statutory forms and any other relevant documents with the Registrar of Companies in relation to alteration of the Memorandum of Association and Alteration of Association of the Company, and do all such acts, deeds and things as may be required in this regard.”

**ReNew Power Limited**

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

CIN - U40300DL2011PLC291527

Registered Office: 138, Ansai Chambers-II, Bhika Ji Cama Place, Delhi - 110066

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

Corporate Office: Commercial Block-I, Zone 6, Golf Course Road, DLF City Phase-V, Gurugram - 122009

Tel: +91 124 4896 670, Fax: +91 124 4896 699

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

2. To amend Articles of Association of the Company in line with Shareholders Agreement dated 18<sup>th</sup> March 2019

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended, and other applicable provisions, if any, in order to give effect to Shareholders Agreement dated 18<sup>th</sup> March 2019, consent of the Members be and is hereby accorded to substitute the set of existing Articles of Association of the Company with a new set of Articles of Association and the same be approved and be adopted as new Articles of Association of the Company in total exclusion and substitution of the existing articles of association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company, be and are hereby authorized, severally, to file necessary forms, e-forms, declarations, Restated Articles with the Office of the Registrar of Companies and to take all steps to give effect to the foregoing resolution, as may be required or deemed necessary in this regard.”

**By order of the Board  
For ReNew Power 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: 24.04.2019**

**Place: Gurgaon**

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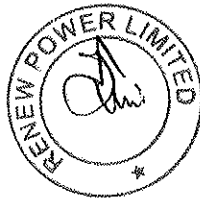
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**NOTES:**

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. 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.
6. 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.
7. 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****1. To approve conversion of Company from Public Limited to Private Limited Company**

The Company had filed the Draft Red Herring Prospectus ('DRHP') with Securities and Exchange Board of India (SEBI) on 8<sup>th</sup> May 2018 and received the SEBI In-Principal approval on 18<sup>th</sup> July 2018.

The Company has withdrawn the DRHP and as required under Clause 16 of the Existing Shareholders Agreement dated 6<sup>th</sup> May 2018, the Company is required to initiate steps for conversion into a Private Limited Company.

The Board at its meeting held on 11<sup>th</sup> March 2019 has proposed to convert the Company from Public Limited to Private Limited Company and to make consequential amendments in Memorandum and Articles of Association of the Company.

Pursuant to the provisions of Section 13 read with Section 14 of the Companies Act, 2013, conversion of the Company from Private to Public Limited and amendment in the Memorandum and Articles of Association requires approval of the members of the company by way of Special Resolution.

Copy of proposed Memorandum of Association and Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

The Board, therefore, recommends this resolution for the approval of the members as Special Resolution.

The concern or interest, financial or otherwise in respect of item no. 1 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 |

**2. Amendment of Articles of Association of the Company**

A Shareholders Agreement dated 18<sup>th</sup> March, 2019 (SHA), has been entered into by and between the Company, Cognisa Investment, Mr. Sumant Sinha, Wisemore Advisory Private Limited, JERA Power RN B.V., GS Wyvern Holdings Limited, GEF SACEF India, Green Rock A 2014 Limited and Canada Pension Plan Investment Board.

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Accordingly, consequential amendment to the Articles of Association is proposed by replacing existing Articles of Association with a new set of Articles of Association to incorporate the terms and conditions of SHA.

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 any amendment in Articles of Association requires approval of the members of the company by way of Special Resolution.

The Board, therefore, recommends this resolution for the approval of the members as Special Resolution.

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 |

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



**Ashish Jain**

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

**Address: Flat No. 203, Bhagwanti Apartments,  
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**Date: 24.04.2019**

**Place: Gurgaon**

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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 Power Limited on \_\_\_\_\_, at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at \_\_\_\_\_.

Full Name of the Shareholder/ Authorized representative: \_\_\_\_\_

residing at/having registered office at \_\_\_\_\_

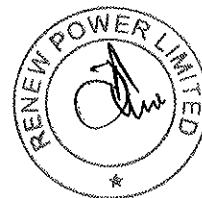
Folio No. [•]

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 Power Limited  
(CIN: U40300DL2011PLC291527)

**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. \_\_\_\_\_.

I / We, being the Member(s) of \_\_\_\_\_ (In words \_\_\_\_\_) equity  
shares of M/s ReNew Power Limited hereby appoint –

1. Name: \_\_\_\_\_ Address :

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

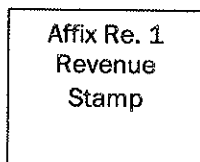
2. Name: \_\_\_\_\_ Address :

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

3. Name: \_\_\_\_\_ Address :

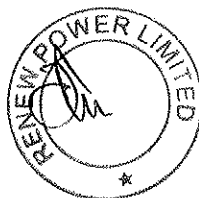
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

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 [●], at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at [●] and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.



Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

\_\_\_\_\_  
Signature of Shareholder (s)

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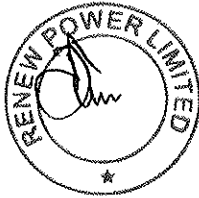
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Signature of Proxy Holder (s)

*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.*



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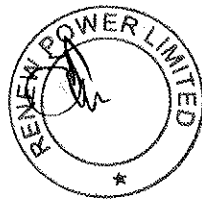
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## Annexure-IV



### **ReNew Power Limited**

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