

NOTICE OF EXTRA ORDINARY GENERAL MEETING

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

Notice is hereby given that the Extra-Ordinary General Meeting of ReNew Power Limited ("Company") will be held on shorter notice on Monday the 7th day of May 2018 at 5.30 P.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. Substitution of Articles of Association of the Company.

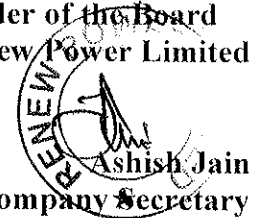
To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the Articles of Association of the Company and provisions of Sections 5, 14 and other applicable provisions, if any of the Companies Act, 2013 and pursuant to rule 10 of the Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, from time to time and for the time being in force), approval of the Shareholders of the Company be and is hereby accorded for the substitution of the existing Articles of Association of the Company with the amended and restated Articles of Association ("**Restated Articles**").

RESOLVED FURTHER THAT henceforth the Restated Articles as stated above shall be the 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: B-703, Prerana Apartments,
Plot No, 8, Sector 56, Gurgaon-
122011, Haryana, India

Date : 7th May 2018
Place : Gurgaon

ReNew Power Limited

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

CIN - U40300DL2011PLC291527

Registered Office: 158, Ansal Chambers-II, Bhika Ji Cama Place, Delhi - 110066

Tel: +91 11 4677 2200, Fax: +91 11 411 2980

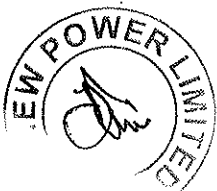
Corporate Office: Commercial Block-I, Zone 6, Golf Course Road, DLF City Phase-V, Gurugram - 122009

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

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

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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Branch Office: 1, 2, Commercial Block-I, Zone G, Golf Course Road, DLF City Phase-V, Gurugram - 122009

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ANNEXURE I:

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

Item No. 1: Substitution of Articles of Association of the Company

With respect to the proposed Initial Public Offer, the Company is required to ensure that the Articles of Association of the Company conform to the requirements and directions of relevant Stock Exchanges and Securities and Exchange Board of India (SEBI) prior to filing of the Draft Red Herring Prospectus (“DRHP”) with SEBI and concerned Stock Exchanges.

Further, the Company has executed Shareholders’ Agreement by and between the Company, GS Wyvern Holdings Limited, Canada Pension Plan Investment Board, GEF SACEF India, Mr. Sumant Sinha, Cognisa Investment, Green Rock B 2014 Limited, Wisemore Advisory Private Limited and JERA Power RN B.V. dated 6th May 2018, (“SHA”) and the terms of the SHA need to be incorporated in the Articles of Association in order to enforce the terms of SHA.

It is proposed to amend the Articles of Association in such manner that the first part shall conform to the requirements and directions provided by SEBI and the Stock Exchanges and contain such provisions as mandated for Public Limited Company under applicable laws (including the Companies Act, 2013) and shall exclude all Investors’ rights (hereinafter referred to as “Part A”) and the second part shall comprise of all Investors’ rights (hereinafter referred to as “Part B”) and in the event of any inconsistency between Part A and Part B, the provisions of Part B shall prevail over Part A. However, Part B will automatically terminate and will cease to have any force and effect on and from the date of allotment of the equity shares of the Company in respect of the Initial Public Offer without any further action by the Company or by the Shareholders.

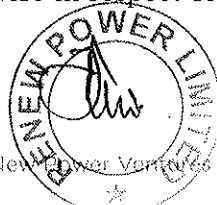
In light of the aforesaid, the Company proposes to substitute the existing Articles of Association of the Company with the amended and restated Articles of Association (“Restated Articles”).

Section 5 of the Companies Act, 2013 provides that where the Articles of Association of a company are amended to include provisions of entrenchment, such an amendment requires the unanimous approval of the members of the company. Accordingly, the unanimous approval of the members of the Company is required in respect of the provisions of entrenchment which have been incorporated in the draft of the revised Articles of Association of the Company.

As per the applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special Resolution.

The Board recommends the resolution for approval of the Members of the Company.

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



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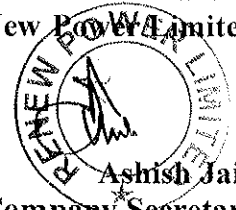
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- i. Director and Manager (except Mr. Sumant Sinha to the extent of his shareholding) - None
- ii. Every other Key Managerial Personnel - None
- iii. Relatives of persons mentioned in (i) and (ii) (except the relatives of Mr. Sumant Sinha to the extent of his shareholding) - None

The Board recommends this resolution for the approval of the Members as Special Resolution

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



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

**Address: B-703, Prerana Apartments,
Plot No, 8, Sector 56, Gurgaon-
122011, Haryana, India**

Date : 7th May 2018
Place : Gurgaon

A handwritten signature in black ink, appearing to be 'Ashish Jain'.

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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 _____

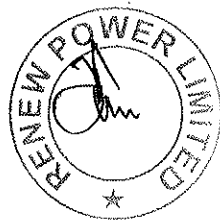
Folio No. [•]

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 –

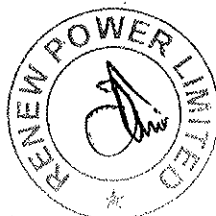
1. Name: _____ Address
: _____
E-mail Id: _____ Signature: _____, or failing him / her
2. Name: _____ Address
: _____
E-mail Id: _____ Signature: _____, or failing him / her
3. Name: _____ Address
: _____
E-mail Id: _____ Signature: _____

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.

Affix Re. 1
Revenue
Stamp

Signed this _____ day of _____, 2018

Signature of Shareholder (s)



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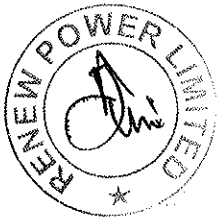
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Email: info@renewpower.co.in Web: www.renewpower.in

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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Annexure-IV



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CIN: U40300DL3011PLC291527

Registered Office: 158, Ansal Chambers-II, Bhika Ji Cama Place, Delhi - 110066

Tel: +91 11 4677 2200 Fax: +91 11 411 2980

Corporate Office: Block-E, Zone-G, Golf Course Road, DLF City Phase-V, Gurugram - 122009

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