

NOTICE OF EXTRA ORDINARY GENERAL MEETING

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

Notice is hereby given that the Extra-Ordinary General Meeting of ReNew Power Private Limited (“**Company**”) will be held on Saturday the 22nd day of May, 2021 at 04.30 P.M. by way of Video Conferencing to transact the following the business:

SPECIAL BUSINESS:

1. To issue Non- Convertible Debentures

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71, 179 and all other applicable provisions, if any of the Companies Act, 2013 (the "**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time; and in accordance with the memorandum and articles of association of the Company and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board and subject to the total borrowings of the Company not exceeding the borrowing powers of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to offer or invite subscription for up to 2,500 (Two Thousand Five Hundred) secured, unlisted, redeemable non-convertible debentures/bonds of the nominal value of INR 10,00,000 (Ten Lacs) each, to prospective investor(s) on a private placement basis for an aggregate amount not exceeding INR 2,50,00,00,000/- (Two Hundred Fifty Crores) (in one or more issuances), within the overall borrowing limits of the Company (if any), as approved by the Members of the Company from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate, finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any

ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures Private Limited
CIN: U40300DL2011PTC291527

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

question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

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



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

**Date: May 17, 2021
Place: Gurugram**

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

ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures Private Limited
CIN: U40300DL2011PTC291527

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

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I**.
2. Recorded transcript of the Extraordinary General Meetings held through Video Conferencing shall be maintained in safe custody by the Company and shall as soon as possible, be also made available on the website (if any) of the company.
3. Notice of Extraordinary General Meeting 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.
4. 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.
5. 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.
6. All the members who shall join the meeting through Video Conferencing can vote at the meeting.
7. 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.
8. Attendance of members through Video Conferencing shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013
9. As per General Circular No. 14/2020 dated April 08, 2020, the facility of appointment of proxies by members will not be available for such meeting.
10. 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.
11. Shareholders who need assistance with using the technology before or during the meeting can contact on +91- 9643200632.

ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures Private Limited
CIN: U40300DL2011PTC291527

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

12. Designated email address with respect to this Extraordinary General Meeting is ashish@renewpower.in.
13. At least one independent director (where the company is required to appoint), and the auditor or his authorized representative, who is qualified to be the auditor shall attend such meeting.
14. Resolutions passed in accordance with this mechanism shall be filed with the Registrar of Companies within 60 days of the meeting, clearly indicating therein that the mechanism provided in the MCA Circular No. 14/2020 dated 08th April, 2020 along with other provisions of the Act and rules were duly complied with during such meeting.
15. 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 the designated email address of the Company.
16. 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.
17. The documents related to the aforesaid resolution, 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.
18. 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.

ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures Private Limited
CIN: U40300DL2011PTC291527

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

ANNEXURE I:

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

Item No. 1: To issue Non-Convertible Debentures

The Company proposes to borrow an amount not exceeding up to INR 2,50,00,00,000/- (Two Hundred Fifty Crores), by way of offer and issuance of secured, unlisted, redeemable, transferable and interest bearing non-convertible debentures (the “**Debentures**”) in dematerialized form on a private placement basis to Barclays Bank PLC.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts and particulars in connection with the aforesaid issuance of debentures are as follows:

Sr. No.	Description	Particulars
1.	Particulars of the offer including date of passing of board resolution	It is proposed to offer secured, unlisted, redeemable, transferable and interest bearing non-convertible debentures of an amount not exceeding up to INR 2,50,00,00,000/- (Two Hundred Fifty Crores). The offer was approved by the Board at its meeting held on 17 May, 2021.
2.	Kinds of securities offered and the price at which security is being offered	Secured, unlisted, redeemable, transferable and interest bearing non-convertible debentures having a nominal value of INR 10,00,000 (Ten Lacs only) each
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable
4.	Name and address of valuer who performed valuation	Not Applicable
5.	Amount which the company intends to raise by way of such securities	INR 2,50,00,00,000/- (Two Hundred Fifty Crores)

ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures Private Limited
CIN: U40300DL2011PTC291527

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

6.	Material terms of raising such securities	The terms of Debentures will be determined by the Board (or duly authorized committee thereof) in consultation with the investor, and will be particularly described in the debenture trust deed and the debenture subscription agreement to be entered into in connection with the issue
7.	Proposed time schedule for the issue	Within 12 months from the date of passing of this special resolution
8.	Purposes or objects of offer	Issue proceeds to be utilized for general corporate purposes, capital expenditure and operational expenditure of the business and refinancing of existing borrowings of the Company and its subsidiaries and for other bank eligible end use(s) in compliance with Reserve Bank of India regulations.
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not Applicable
10.	Principle terms of assets charged as securities	<p>The Debentures shall be secured by way of:</p> <ol style="list-style-type: none"> 1. An unconditional irrevocable guarantee from Ostro Energy Private Limited (OEPL) from all amount due under the Non-convertible debentures. 2. A first ranking and pari passu charge over 30% of the fully diluted share capital of OEPL. 3. A first ranking pari passu drag right granted over the unencumbered additional 21% of the fully diluted share capital of OEPL.

ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures Private Limited
CIN: U40300DL2011PTC291527

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

		4. Pari Passu charge over current assets of the Company (excluding project assets).
--	--	-------------------------------------------------------------------------------------

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 requires consent of the shareholders by the way of special resolution for the issuance of any securities through private placement.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their directorship in the Company.

The above resolution shall be valid for a period of 12 months from the date of passing.

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

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



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

**Date: May 17, 2021
Place: Gurugram**

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

ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures Private Limited
CIN: U40300DL2011PTC291527

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