

## **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 26<sup>th</sup> day of June, 2021 at 04.00 P.M. by way of Video Conferencing to transact the following the businesses:

### **SPECIAL BUSINESS:**

#### **1. To contribute to Statutory/Charitable Funds for COVID-19 relief activities**

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

**“RESOLVED THAT** in pursuance with the provisions of section 181 of the Companies Act, 2013 and any other relevant provisions/applicable Regulations, if any, the consent of members of the Company be and is hereby accorded for contribution towards a one off exceptional budget of INR 5 (Five) crores for COVID -19 relief activities. This amounts would be in addition to regular CSR Budget of the Company approved for this Financial year 2021- 22 and to be allocated as follows:

- (i) Creating health infrastructure for COVID care, establishment of medical oxygen generation and storage plants, manufacturing and supply of Oxygen concentrators, ventilators, cylinders, PPE and other medical equipment for countering COVID or similar such activities.
- (ii) Distribution of dry or ready to eat food, hygiene supplies, medicare and where possible, organizing vaccination camps.
- (iii) Setting up a dedicated COVID treatment hospital, reaching medical care and providing financing support to less privileged.
- (iv) Contribution or donation to PM CARES Fund, any of the Funds of any State of India or regulatory/ statutory authorities, any third party for COVID relief efforts as may be decided by management.
- (v) Any other COVID related relief effort or contribution as may be decided by the management.

#### **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

**RESOLVED FURTHER THAT** Mr. Sumant Sinha-Chairman and Managing Director, Mr. D. Muthukumar – CFO and Mr. Ashish Jain - Company Secretary, be and are hereby severally authorised to allocate contribution to various statutory funds as stated above and do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution.”

**2. Increase in the remuneration w.e.f. 1st April 2021 for Ms. Vaishali Nigam Sinha, Chief CSR, Communications and Sustainability Officer of the Company**

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

“**RESOLVED THAT**, pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, and recommendation of the Compensation Committee and the Board, the approval of the members be and is hereby accorded for increase in the remuneration of Ms. Vaishali Nigam Sinha, Chief CSR, Communications and Sustainability Officer of the Company as per the following details:

- a) **Fixed Salary** INR 1,65,33,609 p.a.
- b) **Variable Pay:** INR 41,33,402 p.a. or as may be decided by Compensation Committee from time to time

**RESOLVED FURTHER THAT** the Board and the Compensation Committee be and are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, to the maximum extent permissible under the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), and all other applicable rules, regulations, statute or laws for the time being in force, and the approvals and permissions of any / various authority(ies), that the Company may obtain, if any.”

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



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

**Date: June 21, 2021  
Place: Gurugram**

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

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## NOTES:

1. *In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated May 05, 2020 read with Circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-ordinary General Meeting (“EGM”) through VC without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”) and the MCA Circulars, this EGM of the Company is being held through VC.*
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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 i.e. ashish@renewpower.in.
4. Pursuant to the MCA Circulars, the Company has registered email addresses of all the Members and the Notice of this EGM along with its annexures is being sent only through electronic mode to the registered email addresses of all the members of the Company. The login credentials / dial-in details along with necessary instructions for joining this EGM through VC will be communicated separately to all the Members by sending details to their registered email addresses well in advance to the meeting.
5. The Members attending this EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and the Articles of the Company.
6. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the EGM is annexed. Also, please follow the instructions for attending the meeting through video conferencing as provided herein.

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## **INSTRUCTIONS FOR ATTENDING MEETING THROUGH VIDEO CONFERENCING:**

Please read and follow the instructions carefully for attending the EGM through video conferencing. In case of any queries relating to using the facility of VC or technical assistance required before the meeting and during the meeting, the Members can reach out to Mr. Ashish Jain, Company Secretary of the Company 9971095748 and ashish@renewpower.in

1. Pursuant to MCA Circulars, the Company shall take all reasonable care to ensure that this EGM through VC facility allows two-way teleconferencing for the ease of participation of the members and the participants shall be allowed to pose questions concurrently during the meeting. The Members are allowed to express their views/ask questions during this EGM. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for this EGM. The Members can also send their question(s) in advance, if any on proposed agenda items to the Company's designated email address.
2. The facility for joining this EGM through VC will be kept open for 15 minutes before the time scheduled to start the meeting and will be closed after expiry of 15 minutes after such scheduled time.
3. 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.
4. 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.
5. 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.
6. The Members are requested to accord requisite consent as per proviso to section 101 (1) of the Act and the articles of association of the Company for calling for this EGM at a shorter notice by sending their consents through their registered email address to the Company to its designated email address i.e. [ashish@renewpower.in](mailto:ashish@renewpower.in), to enable the Company to hold the meeting on 01<sup>st</sup> March, 2021 as required under the Secretarial Standard 2 issued by the Institute of Company Secretaries (ICSI) and as mandated with effect from 1st July 2015 as per section 118 of the Companies Act 2013.
7. The Members are requested to convey their vote when a poll is required to be taken up during this EGM on any resolution by writing through their registered email address to the Company's designated email address at ashish@renewpower.in, also the confidentiality and other privacy issues

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associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity of email addresses and other details of the Members shall also be taken by the Company at all times.



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## ANNEXURE I:

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

#### Item No. 1: To contribute to Statutory/Charitable Funds for COVID-19 relief activities

The Board has proposed about COVID-19 relief efforts of the Company at the Board meeting held on 21<sup>st</sup> June, 2021. An amount of INR 5 crores as one off exceptional item is broadly allocated for expenditure for the financial year 2021-22 under following categories:

- (i) Creating health infrastructure for COVID care, establishment of medical oxygen generation and storage plants, manufacturing and supply of Oxygen concentrators, ventilators, cylinders, PPE and other medical equipment for countering COVID or similar such activities.
- (ii) Distribution of dry or ready to eat food, hygiene supplies, medicare and where possible, organizing vaccination camps.
- (iii) Setting up a dedicated COVID treatment hospital, reaching medical care and providing financing support to less privileged.
- (iv) Contribution or donation to PM CARES Fund, any of the Funds of any State of India or regulatory/ statutory authorities, any third party for COVID relief efforts as may be decided by management.
- (v) Any other COVID related relief effort or contribution as may be decided by the management.

The above expenditure will be over and above the CSR budget to be approved and allocated for the Financial Year 2021-22 and accordingly, it shall not qualify as CSR expenditure. As a consequence, our other contributions require specific approval from Board of Directors and Shareholders under Section 181 of Companies Act, 2013. In this context, the Board proposes to take approval for total proposed expenditure of INR 5 Crores.

Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorizing the Board of Directors of the Company to make contributions/expenditure for COVID-19 relief activities for financial year 2021-22 for a total amount aggregating to INR 5 Crores.

None of the Directors/Manager/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 Board recommends this resolution for the approval of the members as an Ordinary Resolution.

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**Item No. 2: Increase in the remuneration w.e.f. 1st April 2021 for Ms. Vaishali Nigam Sinha, Chief CSR, Communications and Sustainability Officer of the Company**

As recommended by the Compensation Committee, the Board at its meeting held on 21<sup>st</sup> June 2021, subject to approval of the members, approved the increase in the remuneration payable to Ms. Vaishali Nigam Sinha, as Chief-CSR, Communications and Sustainability Officer of the Company, w.e.f. 1<sup>st</sup> April 2021.

The Board has taken into consideration the prevailing industry standards and the recommendations of the Compensation Committee and recommends the increase in the remuneration payable to Ms. Vaishali Nigam Sinha as per the below mentioned details.

Since increase in the remuneration of Ms. Vaishali Nigam Sinha falls within the ambit of Section 188, information as required under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2015 is being furnished hereunder:

- a) **Name of the Related party:** Ms. Vaishali Nigam Sinha
- b) **Name of the Director or KMP who is related:** Mr. Sumant Sinha, Chairman and Managing Director of the Company
- c) **Nature of Relationship:** Ms. Vaishali Nigam Sinha is the wife of Mr. Sumant Sinha
- d) **Nature, material terms, monetary value and particulars of the contract or arrangement:**
  - (i) Increase in the remuneration w.e.f. 1<sup>st</sup> April 2021, earlier remuneration was approved by the Shareholders at their meeting held on 28<sup>th</sup> June, 2019.
  - (ii) The break-up of the overall remuneration shall be in accordance with the employment contract and policies of the Company and has been detailed below:
    - c) **Fixed Salary** INR 1,65,33,609 p.a.
    - d) **Variable Pay:** INR 41,33,402 p.a. or as or as may be decided by Compensation Committee from time to time.

- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:**

Increase in remuneration has been recommended by Compensation Committee.

The concern or interest, financial or otherwise in respect of item no.2 under special business of:

- |   |        |
|---|--------|
| I. Director and Manager-<br>(Except Mr. Sumant Sinha) | - None |
|---|--------|

- None

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II. Every other Key Managerial Personnel

III. Relatives of persons mentioned in (i) and (ii) (Except Vaishali Nigam Sinha being wife of Mr. Sumant Sinha)

- None

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

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



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

**Date: June 21, 2021  
Place: Gurugram**

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