



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th (Fifth) Annual General Meeting of the Company will be held at Registered Office of the Company on Wednesday at 27th September 2017 at 10 AM at 138, Ansal Chambers II, Bikaji Cama Place, Delhi-110 066, the Registered Office of the Company to transact the following business:

Ordinary Business:

- 1. Adoption of Financial Statement for the Financial Year ended 31st March 2017 together with the report of Directors and Auditors as on that date**

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

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To appoint Ms. Vaishali Nigam Sinha who retires by rotation and being eligible, offers herself for re-appointment as a Director**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Vaishali Nigam Sinha (DIN: 02299472), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. Ratification of the appointment of Statutory Auditor for the Financial Year 2017-18**

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

“RESOLVED THAT pursuant to Section 139,142 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), the appointment of M/s. S.R Batliboi & Co. LLP, Chartered Accountants having registration no. 301003E/E300005 approved in the 2nd Annual General Meeting to hold the office until conclusion of the 7th Annual General meeting be and is hereby ratified to continue as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company and Board of Directors are authorised to finalise the engagement and remuneration.”

ReNew Wind Energy (Jath) Limited

(Formerly known as ReNew Wind Energy (Jath) Private Limited)
CIN No. U40101DL2012PLC236227

Corporate Office: 10th Floor, DLF Square, M Block, Jacaranda Marg, DLF City, Phase II, Gurgaon-122002, Haryana
Regd. Office: 138, Ansal Chambers II, Bikaji Cama Place, Delhi-110066 Ph. No. 0124- 4896670, Fax. 0124- 4896672
Website: www.renewpower.in, Email Id: info@renewpower.in





SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the Financial Year 2017-18

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

“**RESOLVED THAT** pursuant to 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 (plus applicable tax and out of pocket expenses) finalized by the Board of Directors to M/s. Sanjay Arya & Associates (Firm Registration No. 102619), who have been appointed by the Board of Directors 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, 2018.”

5. Confirmation of appointment of Mr. Kannan Natraj Sharma as an Independent Director of the Company

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

“**RESOLVED THAT** subject to Section 149,152, 161, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act,2013, Mr. Kannan Natraj Sharma, (DIN – 00408118) Director of the Company in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 signifying his intention to propose Mr. Kannan Natraj Sharma as a candidate for the office of the Director be and is hereby appointed as Independent Director of the Company for a period of 5 years w.e.f 15th February 2017 as per below mentioned terms and conditions:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Duration of appointment	5 (Five) years
3.	Remuneration	A. Sitting Fee Rs. 25,000/- for each meeting of the Board and Rs. 10,000/- for each meeting of Committee of the Company.

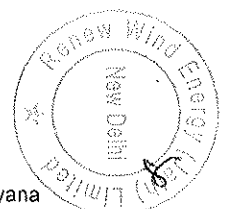
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		<p>B. Commission in case of profits As may be decided by the Board from time to time, Subject to the overall limit of 1% of net profit for all Non-executive directors including independent directors</p> <p>C. Reimbursement of expenses For participation in the meeting of the Board or Committee</p>
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RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of the required e-form with registrar of Companies (ROC).

BY ORDER OF THE BOARD


Sai Krishnan R
Company Secretary
ACS-28212

RZL-12 Upper Ground Floor Mahavir Enclave New Delhi-45

Place: Gurgaon

Date: 21st August 2017

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
4. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed 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.
5. 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.
6. Route map and land mark details for the venue of general meeting is annexed to the notice.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4: To ratify the remuneration of Cost Auditors for the Financial Year 2016-17

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 audit the cost records of the applicable products of the Company relating to the business.

The Board has appointed M/s. Sanjay Arya & Associates as the Cost Auditors of the Company for the Financial Year 2017-18 on a remuneration as decided by Directors of the Company plus applicable 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

The concern or interest, financial or otherwise in respect of agenda no. 4 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 |

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

ITEM NO. 5: Confirmation of appointment of Mr. Kannan Natraj Sharma as an Independent Director of the Company

To bring more experience on the Board, your Board has appointed Mr. Kannan Natraj Sharma as an Additional Director (Category- Independent Director) at the Board meeting held on 15th February 2017.

Mr. Kannan is Company Secretary by profession with over 25 years of experience in M&A, SEBI, FEMA, Companies Act, Listing compliance and Private Equity funding. He was associated with Strides Shasun Limited and United Spirits Limited in the past.

Your Board is of the opinion that he is independent of the management and that he fulfils the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as an

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Independent Director of the Company and proposes to appoint him as an Independent Director of the Company for a term of 5 (five) years. Following shall be the terms & conditions of his appointment as Independent Director:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Duration of appointment	5 (Five) years
3.	Remuneration	A. Sitting Fee Rs. 25,000/- for each meeting of the Board and Rs. 10,000/- for each meeting of Committee of the Company. B. Commission in case of profits As may be decided by the Board from time to time, Subject to the overall limit of 1% of net profit for all Non-executive directors including independent directors C. Reimbursement of expenses For participation in the meeting of the Board or Committee

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000 proposing the candidature of Mr. Kannan Natraj Sharma for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

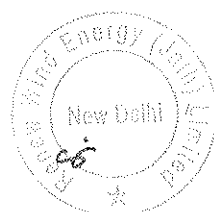
The Company has received consent and declaration in writing from Mr. Kannan Natraj Sharma that he is not disqualified from being appointed as director in term of the provision of Section 164 of the Companies Act 2013. The consent and approval of the shareholders is sought for his appointment in accordance with the provision of Section 150 of the Act.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office of the Company during normal business hours on any working day without payment of any fee, by the member.

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The concern or interest, financial or otherwise in respect of agenda no. 5 under Special Business of:

- i. Director and Manager (except Mr. Kannan Natraj Sharma to the extent of his directorship)-
None
- ii. Every other Key Managerial Personnel - None
- iii. Relatives of persons mentioned in (i) and (ii) - None

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 Mr. Kannan Natraj Sharma to the extent of his directorship in the Company.

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

BY ORDER OF THE BOARD



Sai Krishnan R
Company Secretary
ACS-28212

RZL-12 Upper Ground Floor Mahavir Enclave New Delhi-45

Place: Gurgaon

Date: 21st August 2017

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U40101DL2012PLC236227
Name of the company:	ReNew Wind Energy (Jath) Limited
Registered office:	138, Ansal Chamber – II, Bikaji Cama Place, New Delhi-110066

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

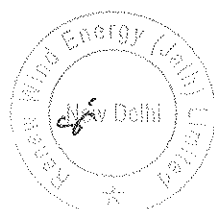
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on _____ the _____ 2017 at ___ pm. at 138, Ansal Chamber – II, Bikaji Cama Place, New Delhi-110066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Adoption of Financial Statement

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2.	To appoint Ms. Vaishali Nigam Sinha who retires by rotation and being eligible, offers herself for re-appointment as a Director
3.	Ratification of the appointment of Auditor for the Financial Year 2017-18
4.	To ratify the remuneration of Cost Auditors for the Financial Year 2017-18
5.	Confirmation of appointment of Mr. Kannan Natraj Sharma as an Independent Director of the Company

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.



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(Registered office: 138, Ansal Chamber – II, Bikaji Cama Place, NEW DELHI-110066)

**ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Name of the Attending Member/Proxy (in Block Letters): _____

Folio No.: _____

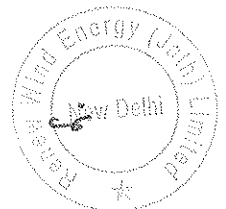
No. of shares: _____

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on _____ the _____ 2017 at _____, at 138, Ansal Chambers-II, Bikaji Cama Place, New Delhi-110066.

.....
Signature of the Attending Member/Proxy/ Authorised Representative

Notes:

1. A Member/Proxy/ Authorised representative attending the meeting must fill in and sign this Attendance Slip and hand it over at the entrance.
2. Member intending to appoint a proxy, should complete the Proxy Form given below and deposit it at the Company's Registered Office before the commencement of the Meeting.

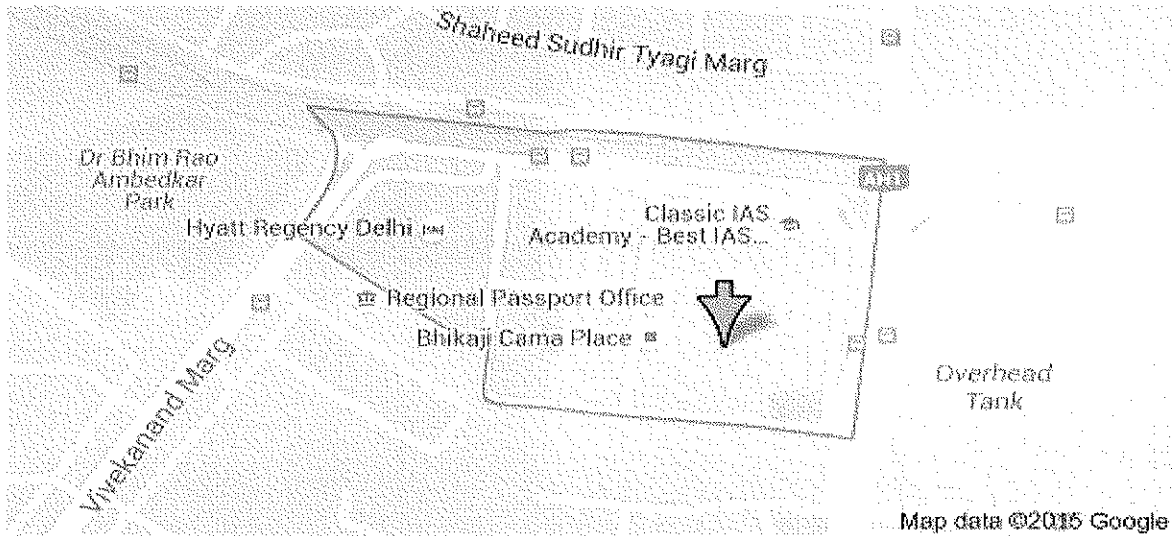


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Route Map



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