

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 Day of July 2019 at 4.00 P.M. at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 to transact the following business:

SPECIAL BUSINESS:

1. Substitution of Articles of Association of the Company

*To consider and, if thought fit, to pass with or without modification 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**”) incorporating the terms of Series A CCPS allotted by the Company.

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."

2. Confirmation of the appointment of Mr. Tantra Narayan Thakur as Independent Director of the Company

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

ReNew Power Limited

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

CIN - U40300DL2011PLC291527

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

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

Corporate Office: Commercial Block-1, 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

“**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. Tantra Narayan Thakur, (**DIN – 00024322**) who has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director on the Board of the Company for a period of 3 consecutive years w.e.f 10th July 2019 and following shall be the terms and conditions of his appointment as an Independent Director of the Company:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Age	70 Years
3.	Duration of appointment	3 (Three) years
4.	Remuneration	<p>A. Sitting Fee Rs. 1,00,000/- for each meeting of the Board or Committee of the Company.</p> <p>B. Commission in case of profits Maximum of Rs. 30,00,000/-, as may be decided by the Board from time to time, subject to limits defined under Section 149 read with Section 197 of Companies Act 2013</p> <p>C. Reimbursement of expenses For participation in the meeting of the Board, Committee and other official business of the Company</p>

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 necessary forms with the Registrar of Companies to give effect to the above resolution.

3. To take approval of Shareholders under Section 180 (1) (a) of Companies Act, 2013

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

"RESOLVED THAT in supersession of the resolution passed by the members at their meeting held on 6th April 2018 and pursuant to Section 180(1)(a) and other applicable

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provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and of previous company law (as defined in the Companies Act, 2013) the consent of the members of the Company be and is hereby accorded to create mortgage, hypothecate, charge and/or any other security interest or encumbrance, in addition to any other mortgage, hypothecations, charges and/or any other security interest or encumbrance created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable assets and properties of the Company (including but not limited to all intangible property, investments, rights and benefits under all contracts and agreements entered into by the Company and the monies of and long term receivables of, and the loans and advances made by, the Company), both present and future, and/or the whole or substantially the whole of the undertaking or any part of properties of the Company where so ever situated, and it would be deemed to include any other units or project acquired or to be acquired after this resolution is passed, in favour of the lender(s) of the Company, its subsidiaries, group companies and affiliates and/or their agent or trustees for securing the borrowings and financial assistance up to Rs. 15,000 Crore (including the existing loans and borrowings/financial assistance of the Company), obtained/to be obtained from banks, public financial institutions, body(ies) corporate or any other person by the Company, its subsidiaries, group companies and affiliates, from time to time, together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment fee, premia on prepayment, additional interest, further interest, remuneration of the agent(s), trustee(s), if any, all other costs, charges and expenses and all other monies payable by the Company, its subsidiaries, group companies and affiliates in terms of the financing documents, or any other documents, entered into/to be entered into between the Company, its subsidiaries, group companies and affiliates and the lenders, agents and trustees in respect of the said borrowings/financial assistance and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in that behalf and agreed to between the Company, its subsidiaries, group companies and affiliates and the lenders, (including their agent(s), trustee(s)).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

4. To take approval of Shareholders under Section 180 (1) (c) of Companies Act, 2013

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

“RESOLVED THAT in supersession of the resolution passed by the members at their meeting held on 6th April 2018 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and of previous company law (as defined in the Companies Act, 2013) consent of the members be and is hereby accorded to the Company for borrowing by way of loans or debentures (whether secured or unsecured and convertible into shares or not), bonds, deposits, fund based or non-fund based facilities, working capital limits, cash credit,

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overdraft, discounting of bills, operating of letters of credit, or in the form of hedging facilities (whether secured or unsecured) any sum or sums of money whether in Indian or foreign currency from time to time from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company's banker(s) in the ordinary course of business provided that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in aggregate Rs. 15,000 Crore including the existing loans and borrowings, irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed that aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT board of Directors of the Company be and are hereby authorized to sign loan Agreement and any other documents, to finalize the terms & Conditions of loan and to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

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

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

**Date: 25th July 2019
Place: Gurgaon**

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

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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. In terms of sections 149, 152 and 161 read with Schedule IV of the Companies Act, 2013, as amended, the Independent Directors are required to be appointed for a term up to five consecutive years and are not liable to retire by rotation. Accordingly, resolution proposing appointment of Independent Director is given at item no. 2 of this Notice. In terms of the Companies Act, 2013, as amended, the Board of Directors has reviewed the declaration made by him that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and the Board is of the opinion that he fulfills the conditions specified in the Companies Act and the rules made thereunder and are independent of the management.
6. 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.
7. 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.
8. 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

Item 1: Substitution of Articles of Association of the Company

Pursuant to the issuance of the Series A Compulsorily Convertible Preference Shares (CCPS) by the Company to Canada Pension Plan Investment Board, Green Rock B 2014 Limited (in its capacity as trustee of Green Stone A 2014 Trust) and GS Wyvern Holdings Limited on June 27, 2019, the terms of the Series A CCPS need to be incorporated in the Articles of Association. 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.

The resolution as set out at agenda no.1 under special business is placed for your approval.

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

The concern or interest, financial or otherwise in respect of agenda 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 |

Your directors recommend the resolution in item number 1, as special resolution for your approval.

The documents related to the aforesaid resolutions 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.

Item 2: Confirmation of the appointment of Mr. Tantra Narayan Thakur as Independent Director of the Company

To bring more experience on the Board, your Board has appointed Mr. Tantra Narayan Thakur as an Additional Director (Category- Independent Director) on 10th July 2019.

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Mr. Tantra Narayan Thakur, aged 70 is a former member of prestigious Civil Service in India, has more than 40 years of experience with government, private global companies in India and South Asia. Widely acclaimed as innovative professional for setting up and managing businesses, he is serving as non-executive Board Member of AD Hydro Power Limited, Malana Power Limited, Utkarsh Small Finance Bank etc. He was on the Board of InfraCo Asia Development Pte Ltd, Singapore for many years. During 2012-2015, He was advisor for Fortum India, a subsidiary of Fortum (TAQA India Limited (A subsidiary of Abu Dhabi based energy and water authority) and for the Essar Group.

Mr. Thakur was a member of the management board of TERI University and a Faculty of the Faculty of Management Services of Delhi University. He was member of the Advisory Board of TERI for a number of years and was a member of the Finance Committee of Jawahar Lal Nehru University (JNU).

He was instrumental for setting up of first Power Exchange in India and also credited for turning around of Power Finance Corporation (PFC) India in one year as Director (Finance & Financial Operations). He launched several debt issues, domestic and international for PFC very successfully, revamped treasury functions and set up consultancy unit. He had been persuaded by the Govt. of India to join PFC at a time when the company was a sick one and within a year of his tenure it became one of the best performing companies of the Govt.

He was deputed to UNHCR, Geneva for performance audit on behalf of UN Board of Auditors. He served as member of the Prime Minister’s Task Force (headed by Dr. C. Rangarajan) on the socio economic development of Jammu Kashmir.

He is a Bachelor of Science (Engineering) by profession and held position of Chairman & Managing Director- PTC India Limited, Chairman & Managing Director- PTC India Financial Services Limited, Director (Finance & Financial Operations) -Power Finance Corporation Limited, Secretary to Chief Minister-Bihar etc.

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 Independent Director of the Company and proposes to appoint him as an Independent Director of the Company for a term of 3 (three) years. Following shall be the terms & conditions of his appointment as independent director:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Age	70 Years
3.	Duration of appointment	3 (Three) years
4.	Remuneration	A. Sitting Fee Rs. 1,00,000/- for each meeting of the Board or Committee of the Company.

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		<p>B. Commission in case of profits Maximum of Rs. 30,00,000/-, as may be decided by the Board from time to time, subject to limits defined under Section 149 read with Section 197 of Companies Act 2013</p> <p>C. Reimbursement of expenses For participation in the meeting of the Board, Committee and other official business of the Company</p>
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The Company has received consent and declaration in writing from Mr. Tantra Narayan Thakur 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.

The concern or interest, financial or otherwise in respect of agenda no. 2 under Special Business of:

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

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

Item No. 3 and 4: to take approval of Shareholders under section 180 (1) (a) and 180 (1) (c) of the companies act 2013

The Company is proposing to avail debt by the issue and allotment of senior, secured, USD-denominated notes for an aggregate amount not exceeding USD 300 Million. Hence the resolutions seek such approval of the Shareholders for borrowing External Commercial Borrowing, availing hedging facilities and creating charge /mortgage in terms of Section 180 (1) (a) and 180 (1) (c) and other applicable provisions of the Companies Act 2013 and the Rules made thereunder.

Hence your approval is requested by way of a Special Resolution for both item no. 3 and 4.

The concern or interest, financial or otherwise in respect of agenda no. 3 & 4 under Special Business of:

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- | | |
|---|--------|
| a. Director and Manager | - None |
| b. Every other Key Managerial Personnel | - None |
| c. Relatives of persons mentioned in (i) and (ii) | - None |

The Board recommends this resolution no. 3 & 4 for the approval of the members as Special Resolution.

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

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

**Date: 25th July 2019
Place: Gurgaon**

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

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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 Saturday the 27th July 2019 at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 4.00 P.M.

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*

a

** 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: _____ A
Address : _____
E-mail Id: _____ Signature: _____, or failing him / her

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

3. Name: _____ A
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 Saturday the 27th July 2019, at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 4.00 PM 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 _____, 2019

Signature of Shareholder (s)

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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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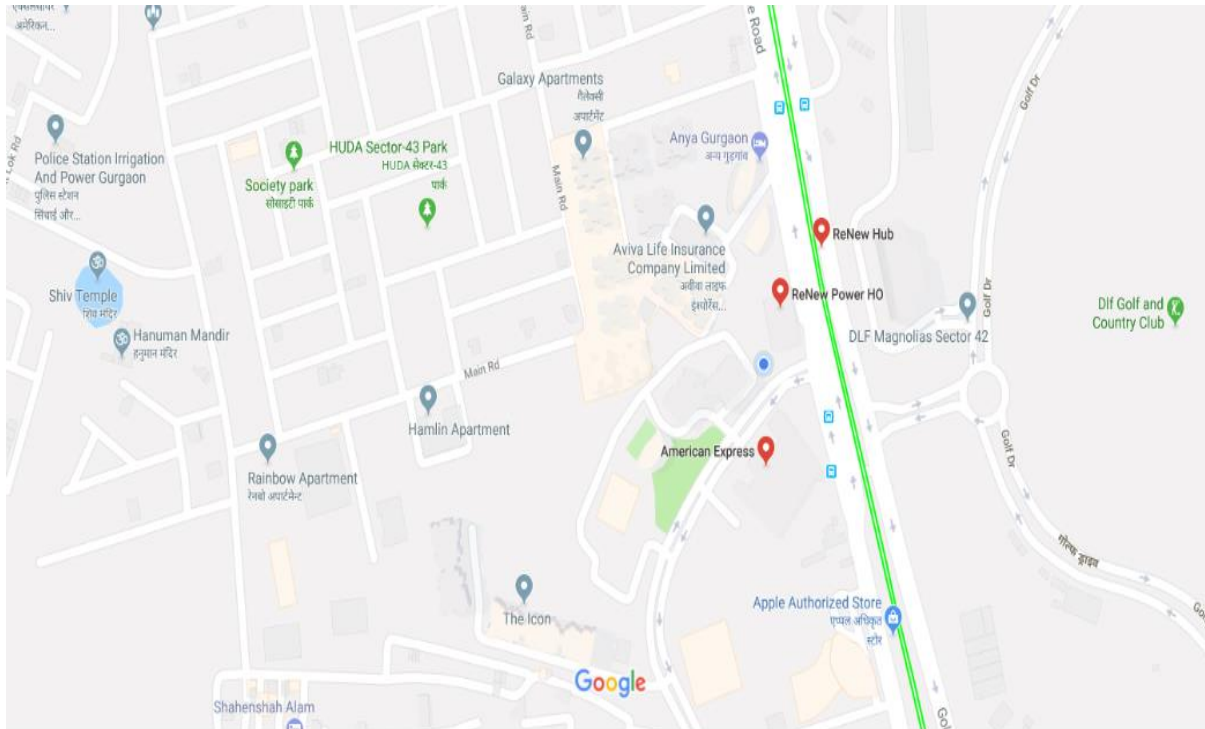
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Annexure-IV



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