

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

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

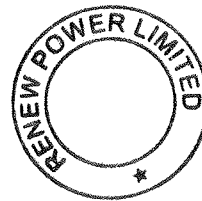
Notice is hereby given that the Extra-Ordinary General Meeting of ReNew Power Limited (“**Company**”) will be held on Thursday the 2<sup>nd</sup> May 2019 at 5.00 P.M. at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 to transact the following the 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 Section 42 and Section 71 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and in terms of provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors and/or the Operations Committee of the Board of Directors of the Company for raising funds by way of issuance of senior, unlisted, unsecured, redeemable, non-convertible debentures (collectively, the “**Debentures**”), on a private placement basis (the “**Issue**”), for an aggregate amount not exceeding Rs. 3000,00,00,000 (Indian Rupees Three Thousand Crores), on such terms and conditions as may be finalised by the Board of Directors and/or the Operations Committee.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to decide the terms and conditions of the Debentures and accept modifications of such terms, including as may be required by Axis Trustee Services Limited (the “**Debenture Trustee**”) and/or the investor(s) in relation to the Issue and to do all such acts and things as may be necessary to give effect to the above resolution.”



By order of the Board  
For ReNew Power Limited

Ashish Jain  
Company Secretary  
M. No: FCS -6508

Date: 02.05.2019  
Place: Gurgaon

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

**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

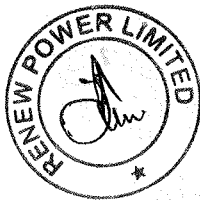
Corporate Office: Commercial Block-1, Zone 6, Golf Course Road, DLF City Phase-V, Gurugram - 122009

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

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

**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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**ANNEXURE I:**

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

**1. To issue Non-Convertible Debentures**

The Company proposes to borrow an amount not exceeding Rs. 3000,00,00,000 (Indian Rupees Three Thousand Crores) by way of offer and issuance of senior, unlisted, unsecured, redeemable, non-convertible debentures (the “**Debentures**”) in dematerialized form on a private placement basis. The particulars of such issuance are set out below:

<b>Sr. No.</b>	<b>Description</b>	<b>Particulars</b>
1.	Particulars of the offer including date of passing of board resolution	It is proposed to offer Senior, unlisted, unsecured, redeemable, non-convertible debentures upto Rs. 3000,00,00,000 (Indian Rupees Three Thousand Crores. The offer was approved by the Board at its meeting held on 1 <sup>st</sup> May 2019.
2.	Kinds of securities offered and the price at which security is being offered	Senior, unlisted, unsecured, redeemable, non-convertible debentures having a face value which is to be determined in consultation with the investors in accordance with the procedure set out in the debenture subscription agreement. The debentures will be issued at a discount which will be determined by the Board (or any duly authorised committee thereof) in consultation with the investors.
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	Upto Rs. 3000,00,00,000 (Indian Rupees Three Thousand Crores)
6.	Material terms of raising such securities	The terms of the Debentures will be determined by the Board (or any duly authorised committee thereof) in consultation with the investors, and will be more 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 1 year from the date of passing of this special resolution

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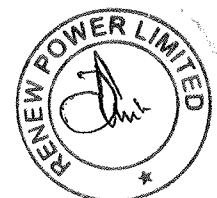
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8.	Purposes or objects of offer	Issue proceeds to be utilised for (a) refinancing of the existing indebtedness of the Company and certain subsidiaries of the Company; and (b) the balance, if any, for acquisitions, incurring capital expenditure, general corporate purposes and working capital; and/or for any other purpose permitted under applicable laws.
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	Not applicable

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.

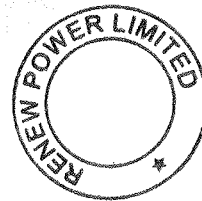
The above resolution shall be valid for a period of 12 months from the date of passing.

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

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

By order of the Board  
For ReNew Power Limited



*Ashish Jain*  
Ashish Jain

Company Secretary  
M. No: FCS -6508

Date: 02.05.2019  
Place: Gurgaon

Address: Flat No. 203, Bhagwanti Apartments,  
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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 Thursday the 2<sup>nd</sup> May 2019 at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 5.00 P.M.

Full Name of the Shareholder/ Authorized representative: \_\_\_\_\_

residing at/having registered office at \_\_\_\_\_

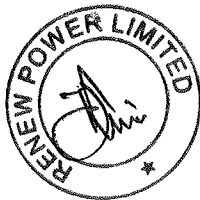
Folio No. [•]

No. of Shares held: [•]

Name of Proxy (if any): [•]

\_\_\_\_\_  
Signature of the-Shareholder/Proxy/  
Corporate Representative\*

\* *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: \_\_\_\_\_

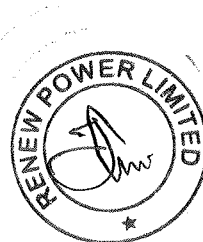
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday the 2<sup>nd</sup> May 2019, at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 5.00 P.M 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)

\_\_\_\_\_  
Signature of Proxy Holder (s)



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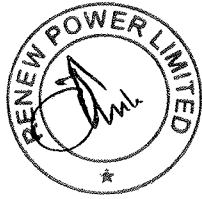
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*Note: This form of proxy in order to be effective, should be duly completed, stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.*



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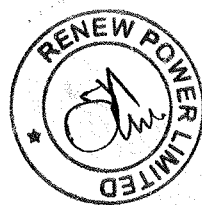
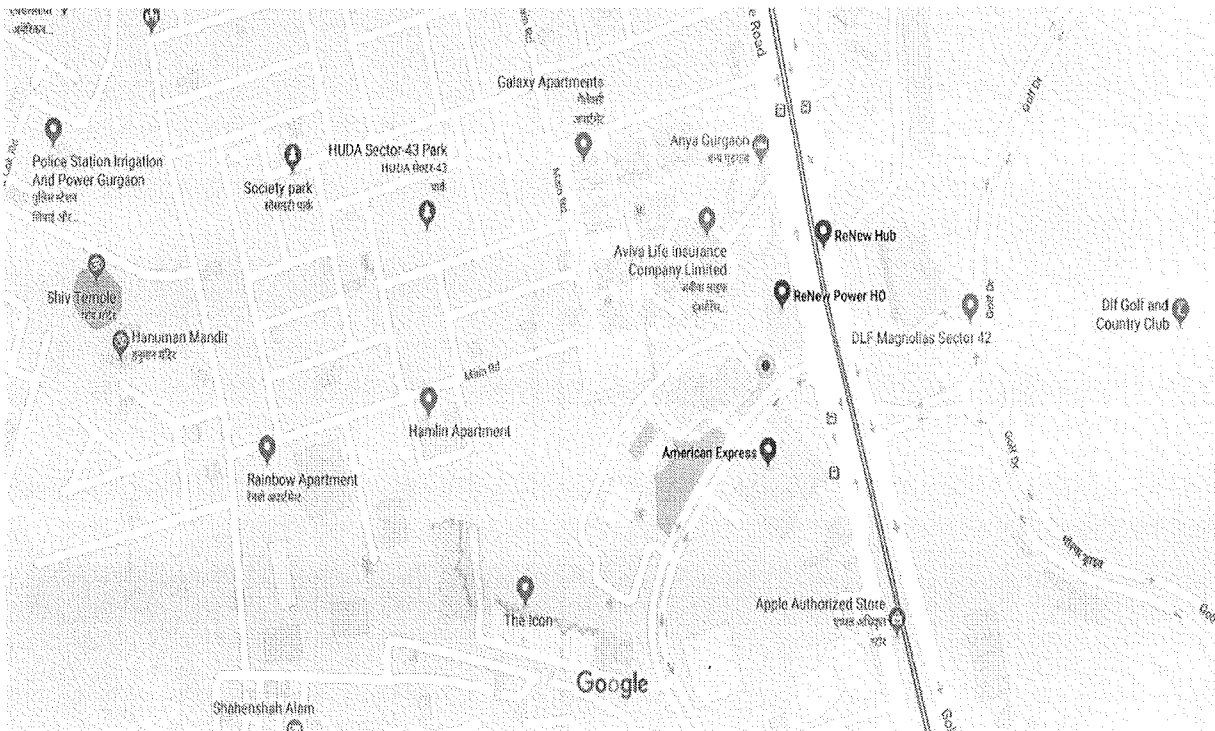
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## Annexure-IV



### **ReNew Power Limited**

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