

NOTICE OF NINTH ANNUAL GENERAL MEETING

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

NOTICE is hereby given that the Ninth Annual General Meeting of ReNew Power Limited will be held on Monday the 30th day of September 2019 at 3.00 P.M. at 138, Ansal Chambers-II, Bhikaji Cama Place, New Delhi-110066 the Registered Office of the Company to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt (a) the audited Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon**

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

- (a) “RESOLVED THAT the audited Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”**
- (b) “RESOLVED THAT the audited consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”**

- 2. To appoint a Director in place of Ms. Wendy Alexandra Franks, Director who retires by rotation and, being eligible, offers herself for re-appointment**

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

“RESOLVED THAT Ms. Wendy Alexandra Franks, who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

- 3. To appoint M/s. S.R. Batliboi & Co. LLP as Statutory Auditors of the Company for a period of 2 years**

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

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

“RESOLVED THAT as recommended by the Board and Audit Committee and pursuant to provisions of Section 139 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), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) be and is hereby appointed as Statutory Auditors of the Company for a period of 2 years from this Annual General Meeting till the conclusion of 11th Annual General Meeting.

SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the financial year 2019-20

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 service tax and out of pocket expenses) finalized by the Board of Directors payable 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, 2020.”

5. To approve the regularization of the appointment of Mr. Michael Specht Bruun as Director liable to retire by rotation

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Michael Specht Bruun, who was appointed as an Additional Director of the Company with effect from 25th December 2018 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the Annual General Meeting, be and is hereby appointed as a Director liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company and Mr. Ashish Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the necessary formalities relating to filing of Form DIR-12 with Registrar of Companies, Delhi & Haryana and matters incidental & ancillary thereto as may be required to be complied with by the Company.”

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6. To approve the regularization of the appointment of Mr. Mujeeb Ur Rehman Qazi as Director liable to retire by rotation

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Mujeeb Ur Rehman Qazi who was appointed as an Additional Director of the Company with effect from 17th May 2019 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the Annual General Meeting be and is hereby appointed as a Director liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company and Mr. Ashish Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the necessary formalities relating to filing of Form DIR-12 with Registrar of Companies, Delhi & Haryana and matters incidental & ancillary thereto as may be required to be complied with by the Company.”

By order of the Board

Ashish Jain
(Company Secretary)
M. No. - F 6508

**Flat No. 203, Bhagwanti Apartments,
Plot No. 83, Sector 56, Gurgaon, 122011, Haryana**

Place: Gurgaon
Date: 4th September 2019

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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 2019-20

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 conduct cost audit of 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 2019-20.

In terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

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

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 |

Item No. 5 & 6: To approve the regularization of the appointment of Mr. Michael Specht Bruun and Mr. Mujeeb Ur Rehman Qazi as Directors liable to retire by rotation.

Mr. Michael Specht Bruun and Mr. Mujeeb Ur Rehman Qazi, nominees of GS Wyvern Holdings Limited and Green Rock B 2014 Limited were appointed as an Additional Directors of the Company with effect from 25th December 2018 and 17th May 2019 respectively. As per the provisions of Section 161 of the Companies Act 2013, their office shall expire at the ensuing Annual General Meeting.

As recommended by the Nomination and Remuneration Committee, the Board places the proposal for their appointment to the members as Director liable to retire by rotation at the ensuing Annual General Meeting.

Therefore, your Directors recommend the Resolution in Item No. 5 & 6, as an Ordinary Resolution for your approval.

The concern or interest, financial or otherwise in respect of agenda no. 5 & 6 under Special Business of:

- | | |
|---|--------|
| i. Director and Manager (Except Mr. Michael Specht Bruun and Mr. Mujeeb Ur Rehman Qazi to the extent of their directorship) | - None |
| ii. Every other Key Managerial Personnel | - None |

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iii. Relatives of persons mentioned in (i) and (ii)

- None

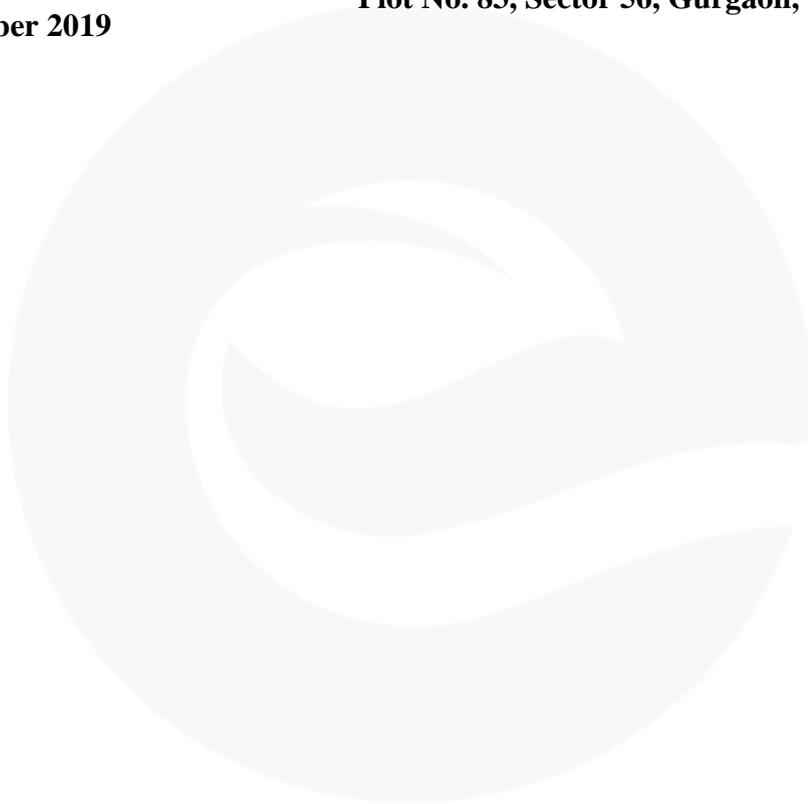
By order of the Board



Ashish Jain
(Company Secretary)
M. No. - F 6508

**Flat No. 203, Bhagwanti Apartments,
Plot No. 83, Sector 56, Gurgaon, 122011, Haryana**

Place: Gurgaon
Date: 4th September 2019



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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Annual General Meeting of M/s ReNew Power Limited on Monday the 30th day of September 2019 at 3.00 P.M. at 138, Ansal Chambers-II, Bhikaji Cama Place, New Delhi-110066.

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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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)

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: _____, or failing him / her

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 Monday the 30th day of September 2019 at 3.00 P.M. at 138, Ansal Chambers-II, Bhikaji Cama Place, New Delhi-110066 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, before the commencement of the Meeting.*



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Route Map



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