

## **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 Friday the 28<sup>th</sup> Day of June 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. To consider and approve increase in the remuneration w.e.f. 1<sup>st</sup> April 2019 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 Nomination and Remuneration Committee, Audit 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 for the financial year 2019-20 :

- a) Fixed Salary** INR 1,25,44,000 p.a.
- b) Variable Pay:** INR 31,36,000 p.a. or as or as may be decided by Nomination and Remuneration Committee from time to time.

**RESOLVED FURTHER THAT** the Board and the Nomination and Remuneration 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 Limited**

### **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

**Date: 24.06.2019**  
**Place: Gurgaon**

**Ashish Jain**  
**Company Secretary**  
**M. No: FCS -6508**  
**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. 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****To consider and approve increase in the remuneration w.e.f. 1<sup>st</sup> April 2019 for Ms. Vaishali Nigam Sinha, Chief CSR, Communications and Sustainability Officer of the Company**

As recommended by the Audit Committee and the Nomination and Remuneration Committee, the Board at its meeting held on 21<sup>st</sup> June 2019, 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 2019.

The Board has taken into consideration the prevailing industry standards and the recommendations of the Nomination and Remuneration Committee, Audit 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
- 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 2019, appointment was earlier approved by the Shareholders at their meeting held on 6<sup>th</sup> April 2018.
  - (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:
    - a) **Fixed Salary** INR 1,25,44,000 p.a.
    - b) **Variable Pay:** INR 31,36,000 p.a. or as or as may be decided by Nomination and Remuneration 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 Nomination and Remuneration Committee and approved by Audit Committee.

The concern or interest, financial or otherwise in respect of item no.1 under special business of:

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

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- II. Every other Key Managerial Personnel - None
- III. Relatives of persons mentioned in (i) and (ii) (Except Vaishali Nigam Sinha being wife of Mr. Sumant Sinha) - None

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

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

**Date: 24.06.2019  
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 Friday the 28<sup>th</sup> June 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 Friday the 28<sup>th</sup> June 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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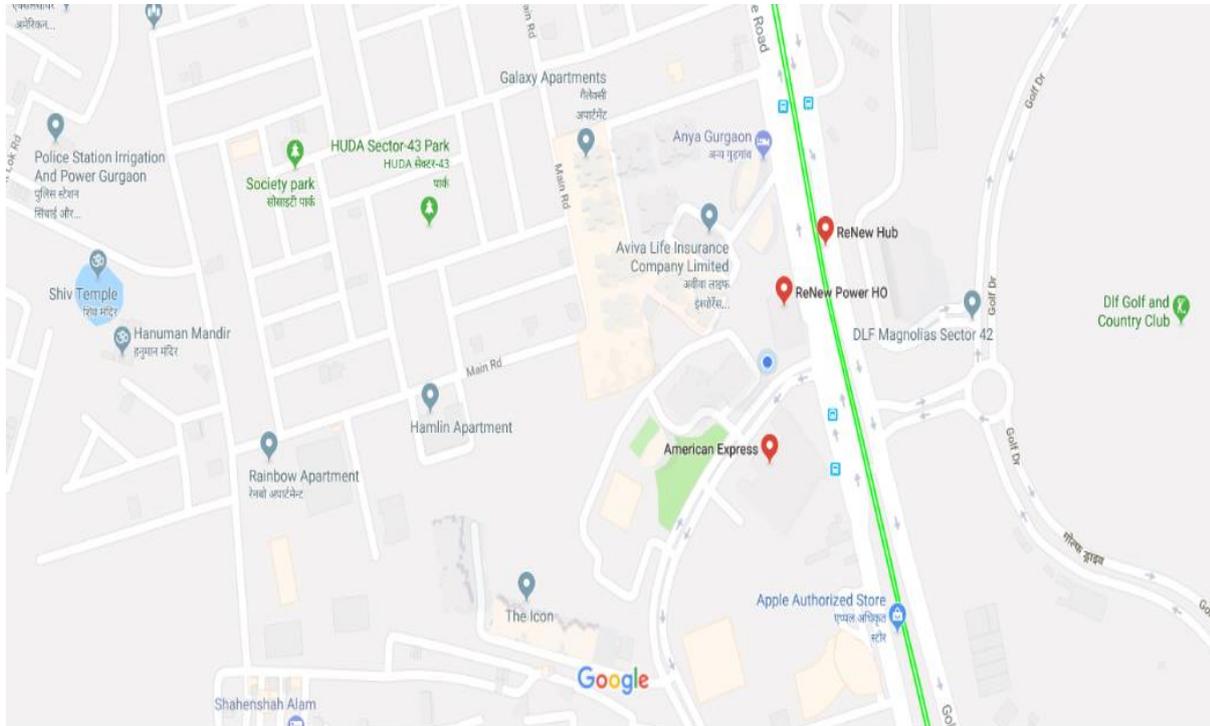
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**Annexure-IV**



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