

**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 Wednesday the 14th August 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:****AMENDMENT OF RENEW 2018 EMPLOYEE STOCK OPTION PLAN**

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

**"RESOLVED THAT** pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules under the Act including any statutory modifications or re-enactment thereof for the time being in force and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the amended ReNew 2018 Employee Stock Option Plan ("**2018 ESOP**") as submitted before this meeting, be approved and adopted;

**RESOLVED FURTHER THAT** it is hereby noted that the amendment to the 2018 ESOP is not prejudicial to the interests of the option holders;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, amend, modify or alter the terms of 2018 ESOP in accordance with and subject to the terms of the Act and any rules or regulations that may be issued by any regulatory/statutory authority, as applicable;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board, to exercise its powers including powers conferred by this Resolution), be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation and formulation of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

**ReNew Power Limited**

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

CIN - U40300DL2011PLC291527

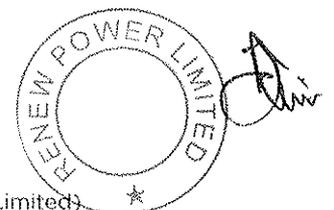
Registered Office: 138, Ansal Chambers-II, Bhika Ji Cama Place, Delhi - 110066

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

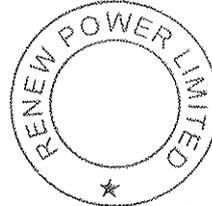
Email: info@renewpower.in, Web: www.renewpower.in



*Handwritten mark*

**RESOLVED FURTHER THAT** the Board, Mr. Ravi Parmeshwar-CHRO, Mr. Ashish Jain, the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.”

By order of the Board  
For ReNew Power Limited



Ashish Jain  
Company Secretary  
M. No: FCS -6508

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

Date : 11<sup>th</sup> August 2019  
Place : Gurgaon

**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.

**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

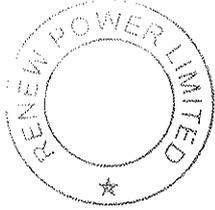
Tel: +91 11 4677 2200, Fax: +91 11 4111 2980

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

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**.



**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](mailto:info@renewpower.in), Web: [www.renewpower.in](http://www.renewpower.in)

**ANNEXURE I:****EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****Item 1:**

The Company has in place ReNew 2018 Employee Stock Option Plan (“2018 ESOP”) as amended from time to time, which has been duly approved by the shareholders of the Company. The Company has *inter alia* granted options to eligible employees/ persons from time to time under the said 2018 ESOP.

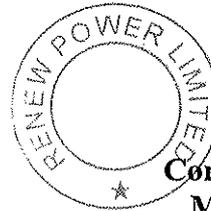
The Company proposes to increase the number of options that can be granted under 2018 ESOP by 710,700 i.e. from 18,64,800 to 25,75,500 Options.

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

As recommended by the Nomination and Remuneration Committee, The Board hereby submits the resolution for amending the 2018 ESOP Plan as stated aforesaid for your consideration and recommends it to be passed as a special resolution.

Except to the extent of vested options held by Directors/Key Managerial Personnel, 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.

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



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

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

**Date : 11<sup>th</sup> August 2019  
Place : Gurgaon**

**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-I, 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

**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 \_\_\_\_\_, at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at \_\_\_\_\_.

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

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

\_\_\_\_\_

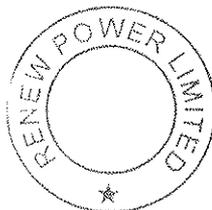
Folio No. [•]

No. of Shares held: [•]

Name of Proxy (if any): [•]

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

*\* Strike out whichever is not applicable*



**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

**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

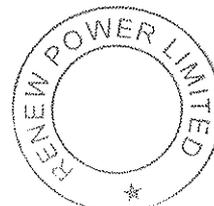
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

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 [●], at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at [●] 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)



**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

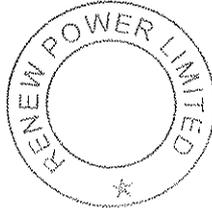
Corporate Office: Commercial Block-1, Zone 6, Golf Course Road, DLF City Phase-V, Gurugram - 122009

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

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

\_\_\_\_\_  
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.*



**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

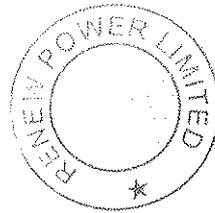
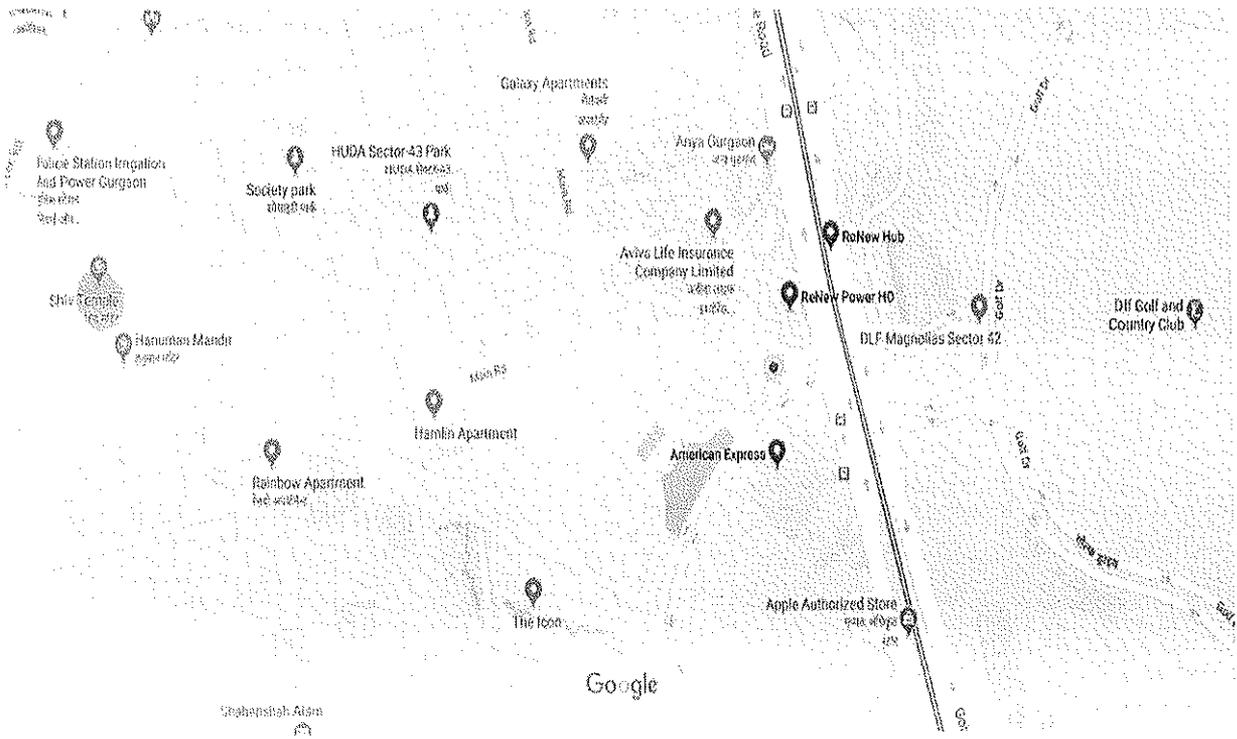
Tel: +91 11 4677 2200, Fax: +91 11 4111 2980

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](mailto:info@renewpower.in), Web: [www.renewpower.in](http://www.renewpower.in)

## Annexure-IV



### **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](mailto:info@renewpower.in), Web: [www.renewpower.in](http://www.renewpower.in)

**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF RENEW POWER LIMITED HELD ON WEDNESDAY THE 14<sup>TH</sup> AUGUST 2019 AT 5.00 P.M. AT RENEW HUB, COMMERCIAL BLOCK 1, ZONE 6, GOLF COURSE ROAD, DLF CITY PHASE – V, GURUGRAM, HARYANA 122009**

**AMENDMENT OF RENEW 2018 EMPLOYEE STOCK OPTION PLAN**

**"RESOLVED THAT** pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules under the Act including any statutory modifications or re-enactment thereof for the time being in force and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the amended ReNew 2018 Employee Stock Option Plan ("2018 ESOP") as submitted before this meeting, be approved and adopted.

**RESOLVED FURTHER THAT** it is hereby noted that the amendment to the 2018 ESOP is not prejudicial to the interests of the option holders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, amend, modify or alter the terms of 2018 ESOP in accordance with and subject to the terms of the Act and any rules or regulations that may be issued by any regulatory/statutory authority, as applicable.

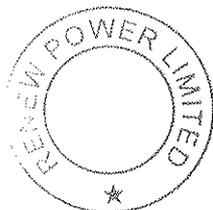
**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board, to exercise its powers including powers conferred by this Resolution), be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation and formulation of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board, Mr. Ravi Parmeshwar-CHRO, Mr. Ashish Jain, the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above."

**For and on behalf of  
ReNew Power Limited**



**Ashish Jain  
Company Secretary**



**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

