

# NOTICE OF EXTRA ORDINARY GENERAL MEETING

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

Notice is hereby given that the Extra-Ordinary General Meeting of ReNew Power Limited ("Company") will be held on shorter notice on Sunday the 6<sup>th</sup> day of May 2018 at 5.30 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. Approval for Initial Public Offer of Equity Shares

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the extent notified, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), together with the applicable subsisting provisions of the Companies Act, 1956, if any, (collectively referred to as the "Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the equity listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed ("the Stock Exchanges"), and subject to any approvals from the Government of India ("GoI"), the relevant Registrar of Companies, NCT of Delhi and Haryana ("RoC"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and all other appropriate statutory authorities and departments (the "Regulatory Authorities"), and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot in the Offer (as defined below) such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue (as defined below) aggregates up to Rs. 2600 Crores (with an option to the

#### ReNew Power Limited

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Company to retain an over-subscription to the extent of 10% of the Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI Regulations, which shall include, without limitation, Equity Shares issued and allotted in any private placement to selected investors as permitted under Applicable Laws pursuant to any pre-IPO placement ("Pre-IPO Placement") and an "Offer for Sale" of Equity Shares by existing and eligible shareholders who can intimate their intention to the Board at a price to be determined by the Company through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the book running lead managers to the Offer ("BRLMs") in accordance with the SEBI Regulations, out of the authorized capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, and sub-accounts, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering consisting of a fresh issue of Equity Shares (the "Fresh Issue") and offer for sale by the certain existing shareholder(s) ("Selling Shareholders") (the "Offer for Sale" and together with the Fresh Issue, the "Offer"), and in one or more tranches in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

RESOLVED FURTHER THAT the Board is hereby authorized that it may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI Regulations, as the Board may determine in consultation with the BRLMs, subject to the consent of SEBI, GoI, RBI, RoC, the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions under applicable provisions of the SEBI

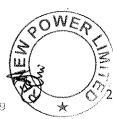
### ReNew Power Limited

(Formerly Known as ReNew Power Private Limited and ReNew Power Ventures Private Limited) (IN - U40300DL20IIPLC20I527

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Regulations and other Applicable Laws, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and the allotment/ transfer of Equity Shares to the stabilizing agent pursuant to a green show option, if any, in accordance with Applicable Laws (the "Green Shoe Option") and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** the Equity Shares issued pursuant to the Offer shall be listed at one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** the Equity Shares so allotted under the Fresh Issue (including any reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

**RESOLVED FURTHER THAT** in relation to the Offer, the Board either by itself or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- (i) constituting a committee for the purposes of any issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including determining the anchor investor portion and allocating such number of Equity Shares to anchor investors as may be decided by the Company, in consultation with the BRLMs and in accordance with the SEBI Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including the SEBI Listing Regulations and the listing agreement to be entered into by the Company with the Stock Exchanges;
- (ii) authorizing any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue professional allotment of Equity Shares in the Offer;

ReNew Power Limited

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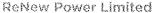
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- (iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) appointing the BRLMs in accordance with the provisions of the SEBI Regulations and other Applicable Laws;
- (v) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or the lenders of the subsidiary of the Company, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue, transfer, offer and allotment of Equity Shares and taking such actions or give such directions as may be necessary or desirable and to obtain such approvals, permissions, consents, sanctions, as it may deem fit;
- (vi) settling any question, doubt or difficulty that may arise with regard to or in relation to raising of funds in the Fresh Issue;
- (vii) deciding in consultation with the BRLMs, the pricing and terms of the Equity Shares, the Offer Price, the price band (including offer price for anchor investors), the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the Bid / Offer Opening and Bid/Offer Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- (viii) taking on record the approval of the Selling Shareholder for offering their Equity Shares in the Offer for Sale;
  - (ix) approving the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized by the Company, in consultation with the BRLMs, in accordance with Applicable Laws;
  - (x) approving the threshold for materiality disclosures relation to litigation to be made in the draft red herring prospectus, red herring prospectus and the prospectus (collectively the "Offer Documents");
  - (xi) approving the materiality threshold with respect to outstanding dues to creditors to be disclosed in the Offer Documents;
- (xii) deciding in consultation with the BRLMs, the withdrawal of the DRHP or the RHP or any decision not to proceed with the Offer at any stage in accordance with Applicable Laws;



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- (xiii) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xiv) appointing, in consultation with the BRLMs, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI Regulations and other Applicable Laws including legal counsels, banks or agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/agents;
- (xv) finalizing of and arrangement of the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the RoC, and any corrigendum, amendments supplements thereto;
- (xvi) authorizing of the maintenance of a register of holders of the Equity Shares;
- (xvii) finalizing the basis of allotment of the Equity Shares;
- (xviii) accepting and appropriating the proceeds of the Fresh Issue in accordance with Applicable Laws;
  - (xix) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the committees of the Board or the officials of the Company; and
  - (xx) doing any other act and/or deed, negotiating and executing any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or giving such direction, including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time in relation to the Offer or allotment of the Equity Shares in the Offer and utilizing the Offer proceeds, in such manner as the Board may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions or giving such directions as may be necessary or desirable and as it deems fit or as may be necessary or desirable with regard to the Offer.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

Ray Power Limited

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**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director, be forwarded to concerned authorities for necessary actions."

## 2. Approval for increase in Foreign Portfolio & NRI Limit

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts. rules, regulations, provisions and guidelines (including any statutory modifications or reenactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the limit of investment by foreign portfolio investors in the equity shares of the Company or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased from 24% to 74% of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of FEMA, Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 as amended up to date, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the limit of investment by non-resident Indians in the Equity Share's of the Company or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased from 10% to 24% of the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mr. Ashish Jain, Company Secretary of the Company, are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India of the increase in investment limits of foreign portfolio investors and non-resident Indians in the equity shares of the Company and to comply with all other requirements in this regard.

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**RESOLVED FURTHER THAT**, Directors of the Company and Mr. Ashish Jain Company Secretary be and are hereby severally authorized to take all steps for giving effect to the above resolution including filing of the necessary forms with the Registrar of Companies."

# 3. Amendment to ReNew 2018 Employee Stock Option Plan

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

"RESOLVED THAT in accordance with the provisions of Sections 62 read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and any other applicable laws for the time being in force, subject to such approvals, consents and permissions as may be required, the consent of the shareholders is hereby accorded to amend the ReNew 2018 Employee Stock Option Plan ("2018 ESOP Plan"), which has subsumed the (i) ReNew 2011 Stock Option Plan, (ii) ReNew 2014 Stock Option Plan, (iii) ReNew 2016 Employee Stock Option Plan, and (iv) ReNew 2017 Employee Stock Option Plan (collectively, "Erstwhile Plans") and inserting the following in the 2018 ESOP Plan:

### (i) Insertion of new clause 11.4:

"Notwithstanding any other provision of the 2018 ESOP and the Erstwhile Plans, in event the Shares are proposed to be listed on any recognised stock exchange in India, and in compliance with the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has included transitional provisions in Appendix 6 which will be applicable in relation to the Options granted under the 2018 ESOP or the Erstwhile Plans, from the date of the Board of Directors approving the initial public offering of the Shares of the Company, and until the date when the Shares of the Company are listed on the recognised stock exchange in India. It is clarified that the transitional provisions will cease to have effect upon listing of the Shares of the Company."

(ii) Insertion of the following as Appendix 6:

### "TRANSITIONAL PROVISIONS

Notwithstanding any other provision of the 2018 ESOP and the Erstwhile Plans, in event the Shares are proposed to be listed on any recognised stock exchange in India, and in compliance with the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has included certain transitional provisions which will be applicable in relation to the Options granted under the 2018 ESOP or the Erstwhile Plans, from the date of the Board of Directors approving the initial public offering of the equity shares of the Company, and until the date when the Shares are listed on the recognised stock exchange in India. It is clarified that the transitional Westernstein will cease to have effect upon listing of the Shares on any recognised stock

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exchange in India. The said transitional provisions are set out below:

- In the event of the termination of Eligible Employee's employment with or without Cause, all the Vested Options and Unvested Options granted to such Eligible Employee shall lapse with immediate effect from the date of termination of the employment of the Eligible Employee.
- 2. In the event a Eligible Employee voluntarily resigns from employment with the Company, all the Vested Options of such Eligible Employee can be exercised during the notice period, and all such Vested Options but not exercised and Unvested Options shall lapse on the date of cessation of employment of the Eligible Employee.
- In case the employment of the Eligible Employee with the Company is terminated due to retirement including retirement under a voluntary retirement scheme of the Company, all the Vested Options and Unvested Options granted to him shall vest immediately and may be exercised by such the Eligible Employee prior to the date of retirement on superannuation, provided that all such Options shall lapse on the date of retirement on superannuation.
- 4. In the event of death of a Eligible Employee while in employment with the Company, all Vested Options and Unvested Options granted to him shall vest in such Eligible Employee's beneficiary immediately and may be exercised by such beneficiary immediately after, but in no event later than two (2) days, after the Eligible Employee's death, provided that the Options will be exercised forthwith by the beneficiary. All Options not exercised within the above-specified period will lapse.
- 5. In the event of Permanent Disability of a Eligible Employee while in employment with the Company, all unvested Options granted to the Eligible Employee shall vest immediately and all Vested Options may be exercised by the Eligible Employee / nominee immediately after, but in no event later than two(2) days, after the Eligible Employee's Permanent Disability. All Options not exercised within the above-specified period will lapse."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the 2018 ESOP Plan and the Erstwhile Plans and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee is hereby authorized to take any such acts, deeds, decisions, and make such further modifications, changes, variations, alterations or revisions in the 2018 ESOP Plan and the Erstwhile Plans as it may deem fit, from time to time, to meet the desired objective of ensuring that all the outstanding vested options held by former employees are exercised in a manner to facilitate the filing of the offer document at the earliest.

**RESOLVED FURTHER THAT** all directors of the Company and/or Mr. Ashish Jain Company Secretary, be and are hereby severally authorized to take all steps for giving effect

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to the above resolution including filing of the necessary forms with the Registrar of Companies, as may be required."

# 4. Substitution of Memorandum 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 provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association

**RESOLVED FURTHER THAT** the Board of Directors and Mr. Ashish Jain- Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution, including filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana."

## 5. Appointment of Mr. Sumant Sinha as the Managing Director

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 Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (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, and the Board, and subject to any approvals, permissions and sanctions of any / various authority(ies), including that of the Central Government, as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board") and any other committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the approval of the members be and is hereby accorded to appoint Mr. Sumant Sinha, as the Managing Director (DIN 00972012) of the Company with effect from 6<sup>th</sup> May 2018 for a period not exceeding 5 (five) years on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, and that his office shall not be subject to retirement by rotation.

**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, subject to the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), and all other applicable rules, regulators, statute or laws for the time being in force, and the approvals, permissions and

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sanctions of any / various authority(ies) including that of the Central Government, that the Company may obtain if required."

By order of the Board For ReNew Power Limited

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Ashish Jain Company Secretary M. No: FCS -6508

Address: B-703, Prerana Apartments, Plot No, 8, Sector 56, Gurgaon-122011, Haryana, India

Date

: 6<sup>th</sup> May 2018

Place

: Gurugram



### 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**-





### ANNEXURE I:

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

## **Item 1 Approval for Initial Public Offer of Equity Shares**

The Company intends to list its equity shares (the "Equity Shares") on one or more Stock Exchanges to enable the Shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an Initial Public Offering of the equity shares of the Company (the "Offer") by way of fresh issue of Equity Shares and certain existing Shareholder(s) ("Selling Shareholders") may offer certain of their respective Equity Shares in the offer for sale portion of the Offer. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers and other advisors in relation to the Offer and subject to applicable regulatory approvals.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the Shareholders of the Company is required through a special resolution.

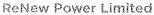
The Company proposes to issue and allot such number of Equity Shares in the Offer aggregating up to Rs. 2600 Crores on such terms and at such price or prices and at such time as may be considered appropriate by the Board of Directors of the Company (the "Board"), or a duly authorised committee thereof, to the various categories of permitted investors who may or may not be the Shareholder(s) of the Company in the Initial Public Offer by way of book building method under the SEBI Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for the purpose of prepayment of certain loans, which will be identified by the Board and for meeting requirements of funds for general corporate purposes of the Company.

The Directors or the Key Managerial Personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI Regulations.

The concern or interest, financial or otherwise in respect of agenda no. 1 under Special Business of:

- i. Director and Manager
- ii. Every other Key Managerial Personnel
- iii. Relatives of persons mentioned in (i) and (ii)
- To the extent of participation in the Offer
- To the extent of participation in the Offer
- To the extent of participation in the Offer



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

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No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolutions in Item No.1 of the Notice for your approval as a special resolution. Accordingly, approval of the Members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

## Item 2: Approval for increase in Foreign Portfolio and NRI Limit

In relation to the proposed Offer, it is proposed to increase the limit of investment by foreign portfolio investors in the Company from 24% to 74% of the paid-up equity share capital. This would allow foreign portfolio investors to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by foreign portfolio investors.

It is also proposed to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board recommends the resolution for approval of the Members of the Company.

The concern or interest, financial or otherwise in respect of agenda no. 2 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

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

### Item 3: Amendment to ReNew 2018 Employee Stock Option Plan and the Erstwhile Plans

1. The Company had formulated employee stock option plans: (i) ReNew 2011 Stock Option Plan, (ii) ReNew 2014 Stock Option Plan, (iii) ReNew 2016 Employee Stock Option Plan, and (iv) ReNew 2017 Employee Stock Option Plan (collectively, "Erstwhile Plans"). The Company further formulated the ReNew 2018 Employee Stock Option Plan ("2018 ESOP Plan"), which was approved by the shareholders of the Company on April 6, 2018. The 2018 ESOP Plan provides that the Erstwhile Plans shall stand subsumed in the 2018 ESOP Plan and notwithstanding anything contained in the 2018 ESOP Plan, all options that have been granted under the Erstwhile Plans shall vest and can be exercised in the manner set out in the Erstwhile Plans and the letters of grant issued thereunder.

2. The Company is proposing to undertake, subject to market conditions and receipt of requisite same approvals, an initial public offer of the equity shares of the Company in terms of the

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Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"). In terms of the ICDR Regulations, the Company cannot file the offer document with Securities and Exchange Board of India ("SEBI") if there are any outstanding options which would entitle any person to have any option to receive the equity shares of the Company in future, except when such option is held by current employees of the Company.

- 3. In order to enable the Company to file the offer document with SEBI, the Company has to take appropriate steps to ensure that vested options (if any) held by employees or former employees are exercised before the such filing or in the event of a non-exercise the vested options, then such options lapse such that there are no outstanding options at the time of the initial public offering of the Company.
- 4. In light of the above facts, the Board had detailed deliberation on various options available to the Company to enable the employees who cease to be in employment of the Company, to exercise their outstanding vested options in such manner which would facilitate the filing of the offer document with SEBI at the earliest.
- 5. In light of the regulatory requirement and the post analysis of the various options available to the Company, the Company proposes to amend the exercise period provision by insertion of provisions in the 2018 ESOP Plan as set out in item no. 3 above.

The Board recommends the resolution for approval of the Members of the Company.

The concern or interest, financial or otherwise in respect of agenda no. 3 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

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

# Item No. 4: Substitution of Memorandum of Association of the Company

The Company was incorporated on January 19, 2011 under the Companies Act, 1956 and accordingly Memorandum of Association of the Company were adopted in line with the provisions of the Companies Act, 1956.

Now, in connection with the proposed Initial Public Offering of equity shares, it is proposed to amend the Memorandum of Association of the Company in line with the provisions of Companies Act, 2013.

The Board recommends the resolution for approval of the Members of the Company.

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

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i. Director and Manager

ii. Every other Key Managerial Personnel

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

- None

- None - None

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

## Item No. 5: Appointment of Mr. Sumant Sinha as the Managing Director

Sumant Sinha, aged 53 years holds a bachelor's degree in civil engineering from the Indian Institute of Technology, Delhi, a post-graduate diploma in management from the Indian Institute of Management, Calcutta, a master's degree in International Affairs from the Columbia University and a member of the CFA Institute. He worked as an investment banker in the United States and the United Kingdom at Citicorp Securities and ING Barings Services Limited, respectively, before returning to India as Senior President, Finance, of the Aditya Birla Group and subsequently as the Chief Executive Officer of Aditya Birla Retail. Subsequent to this, he joined Suzlon in 2008 and served as the Chief Operating Officer until 2010. In 2017, he held the office of Chairman of the Confederation of Indian Industry (CII) - Northern Region and has previously been the Chairman of CII's Renewable Energy Committee as well as CII's Solar Task Force. He is also on the Advisory Board of Columbia University's School of International and Public Affairs. He has recently been appointed to the Board of Governors of the Indian Institute of Management, Calcutta and Sirmaur. He has won many awards including the "EY Entrepreneur of the Year, 2017" in the Energy, Real Estate and Infrastructure category. He was recognized as the "Industry Crusader" at Renewable Energy India Awards 2017 as well as the "Torch Bearer of the Year" at the India Solar Week Leadership Awards 2017. He was also the recipient of the prestigious "Renewable Energy Leader of the Year" award at the National Awards for Excellence in Renewable Energy in July 2015 and the "Global Excellence Award - 2015 in Renewable Energy" by the Energy and Environment Foundation in August 2015.

As recommended by the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company at their meeting held on 6<sup>th</sup> May, 2018, subject to approval of the members and Central Government as may be required, approved the appointment of Mr. Sumant Sinha, as the Managing Director for a period of 5 years as per the terms and conditions contained in Employment Agreement approved by the Board. In addition, the Board has taken into consideration the prevailing industry standards for managerial compensation and the recommendations of the Nomination and Remuneration Committee, and recommends the appointment of Mr. Sinha as the Managing Director on the following terms of appointment:

- (i) Fixed Remuneration- Rs. 5.00 Crore p.a. including Contribution to provident fund of Rs. 30.00 Lacs p.a.
- (ii) Variable Pay Rs. 2.50 Crore p.a. or as may be decided by Nomination and Remuneration Committee from time to time
- (iii) Gratuity payable, as per the rules of the Company, shall be in addition to the remuneration under (a) and (b) above.
- (iv) The perquisite value of stock options exercised shall be in addition to the remuneration under (a) and (b) above.

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(v) The Company will reimburse Mr. Sumant Sinha for, or pay for, reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of his duties.

Notwithstanding anything herein above stated, but subject to the approvals, permissions and sanctions of any / various authority(ies) including that of the Central Government, that the Company may obtain, should the Company incur a loss or have inadequate profits in any financial year closing on and after March 31, 2019, during the tenure of Mr. Sinha as the Managing Director of the Company, the Company shall pay to Mr. Sinha the remuneration not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The Board recommends the resolution for approval of the Members of the Company.

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

i. Director and Manager (except Mr. Sumant Sinha to the extent of his Directorship - None

ii. Every other Key Managerial Personnel

- None

iii. Relatives of persons mentioned in (i) and (ii) (except the relatives of Mr. Sumant Sinha to the extent of his Directorship)

- None

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

By order of the Board For ReNew Power Limited

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

Address: B-703, Prerana Apartments, Plot No, 8, Sector 56, Gurgaon-122011, Haryana, India

Date : 6<sup>th</sup> May 2018 Place : Gurugram

ReNew Power Limited

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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 (Limited on at ReNew Hu	
Limited on	
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 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: \_\_\_\_\_\_Addr 2. Name: Addr 3. Name: Addr 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 , 2018 Signature of Shareholder (s)

ReNew Power Limited

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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.



### **ReNew Power Limited**

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# Annexure-IV



### ReNew Power Limited

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