

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 Private Limited (“Company”) will be held on Tuesday the 21st day of April, 2020 at 4.00 P.M. by way of Video Conferencing to transact the following the business:

SPECIAL BUSINESS:**1. To contribute to Statutory/Charitable Funds for COVID relief activities**

To consider and, if thought fit, to pass with or without modification the following resolution as an “Ordinary Resolution”:

“**RESOLVED THAT** in pursuance with the provisions of section 181 of the Companies Act, 2013 and any other relevant provisions/applicable Regulations, if any, the consent of members of the Company be and is hereby accorded for contribution towards a one off exceptional budget of Rs. 15 crores for COVID relief activities plus any amount that could be contributed out of the regular CSR budget for the year FY 20-21. These amounts along with collections from voluntary contributions from the employees of the company is estimated to be a total of Rs. 20 crores allocated as follows:

- (i) Contribution or donation to PM CARES Fund, an amount not exceeding Rs. 10 crores
- (ii) Contributions or donations to any of the Funds of any State of India or regulatory/ statutory authorities the purpose of which is to provide relief for COVID in financial year 2020-2021 for an amount not exceeding Rs. 7.5 Crores.
- (iii) Balance amount for ReNew led activities.

RESOLVED FURTHER THAT Mr. Sumant Sinha-Chairman and Managing Director and Mr. D. Muthukumar - CFO, be and are hereby severally authorised to allocate contribution to various statutory funds as stated above and do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution.”

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

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

**Date: 20.04.2020
Place: Gurugram**

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

ReNew Power Private Limited

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

CIN: U40300DL2011PTC291527

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

Tel: +91 00 4677 2200, **Fax:** +91 11 4111 2980

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

Tel: +91 12 4489 6670, **Fax:** +91 12 4489 6699

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. Recorded transcript of the Extraordinary General Meetings held through Video Conferencing shall be maintained in safe custody by the Company and shall as soon as possible, be also made available on the website (if any) of the company.
3. Notice of Extraordinary General Meeting shall be sent in accordance with the provisions of the Companies Act, 2013, the notice to members may be given only through emails registered with the Company or with the depository/depository participant.
4. The facility for joining the meeting will be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
5. As the Company is not required to provide the facility of e-voting, accordingly voting to be done by show of hands unless poll is demanded. If poll is conducted on any matter the same will take place by way of email, ballot paper shall be provided to the shareholders. The Chairman shall regulate the process of poll through email.
6. All the members who have joined the meeting through Video Conferencing can vote at the meeting.
7. Unless the articles of the company otherwise provide, the members present at the meeting shall elect one of themselves to be the Chairman thereof on a show of hands.
8. Attendance of members through Video Conferencing shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013
9. As per General Circular No. 14/2020 dated April 08, 2020, the facility of appointment of proxies by members will not be available for such meeting.
10. Instructions on how to access and participate in the meeting:
 - (a) Meeting number and meeting password along with link shall be shared with respect to this meeting.
 - (b) Click on the link with respect to this meeting.
 - (c) You can join the meeting through Webex meeting application or browser.
11. Shareholders who need assistance with using the technology before or during the meeting can contact on +91-9643200632.
12. Designated email address with respect to this Extraordinary General Meeting is ashish@renewpower.in.
13. At least one independent director (where the company is required to appoint), and the auditor or his authorized representative, who is qualified to be the auditor shall attend such meeting.
14. Resolutions passed in accordance with this mechanism shall be filed with the Registrar of Companies within 60 days of the meeting, clearly indicating therein that the mechanism provided in the MCA Circular dated 08th April, 2020 along with other provisions of the Act and rules were duly complied with during such meeting.
15. 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.

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16. 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.
17. The documents related to the aforesaid resolutions and mentioned in the notice shall be provided through electronic means as and when demanded till the date of the meeting.



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

The Board has proposed about COVID relief efforts of the Company at the Board meeting held on 20th April, 2020. In nutshell, an amount of Rs. 15 crores as one off exceptional item is broadly allocated under two categories (i) Contributions to the funds run by various authorities and (ii) ReNew led initiatives. These amounts along with other pools of money shall not exceed Rs. 20 crores.

As per Office Memorandum dated March 28, 2020, issued by Ministry of Corporate Affairs, contribution to PM CARES Fund will only be considered as CSR activities and contribution to 'Chief Minister's Relief Funds' or 'State Relief Fund for COVID-19' shall not qualify as CSR expenditure. As a consequence, our other contributions require specific approval from Board of Directors and Shareholders under Section 181 of Companies Act, 2013. In this context, the Board proposes to take approval for total proposed expenditure of Rs. 20 Crores.

Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorizing the Board of Directors of the Company to make contributions/expenditure for COVID relief activities for financial year 20-21 for a total amount aggregating to Rs. 20 Crores.

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.

The Board recommends this resolution for the approval of the members.

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 Private Limited**

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

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