

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 Private Limited (“Company”) will be held on shorter notice on Friday the 8th day of May 2020 at 1.00 P.M. by way of Video Conferencing to transact the following the business:

SPECIAL BUSINESS:**1. Substitution of Articles of Association of the Company.**

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

"**RESOLVED THAT** pursuant to the Articles of Association of the Company and provisions of Sections 5, 14 and other applicable provisions, if any of the Companies Act, 2013 and pursuant to rule 10 of the Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, from time to time and for the time being in force), approval of the Shareholders of the Company be and is hereby accorded for the substitution of the existing Articles of Association of the Company with the amended and restated Articles of Association (“**Restated Articles**”).

RESOLVED FURTHER THAT henceforth the Restated Articles as stated above shall be the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby authorized, severally, to file necessary forms, e-forms, declarations, Restated Articles with the Office of the Registrar of Companies and to take all steps to give effect to the foregoing resolution, as may be required or deemed necessary in this regard."

**By order of the Board
For ReNew Power Private 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 : April 30, 2020
Place : Gurgaon

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 11 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 shall join 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 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.

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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 No. 14/2020 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 at ashish@renewpower.in, the designated email address of the Company.
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 resolution, mentioned in the notice and other statutory records and registers shall be provided for inspection through electronic means as and when demanded till the date of the meeting.
18. Instructions for conducting poll on demand:
 - i) Ballot forms for specific agenda shall be forwarded to all the members at their registered email ID.
 - ii) 30 minutes time shall be provided to all the members to give their assent or dissent on the specific agenda and forwarded it at the designated email address of the Company.

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ANNEXURE I:

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

Item No. 1: Substitution of Articles of Association of the Company

The Company has executed post Conversion Shareholders' Agreement on 17th April 2020 by and between the Company, GS Wyvern Holdings Limited, Canada Pension Plan Investment Board, GEF SACEF India, Mr. Sumant Sinha, Cognisa Investment, Green Rock B 2014 Limited, Wisemore Advisory Private Limited and JERA Power RN B.V. (“SHA”) and in order to enforce the terms of the SHA, the same need to be incorporated in the Articles of Association.

In light of the aforesaid, the Company proposes to substitute the existing Articles of Association of the Company with the amended and restated Articles of Association (“**Restated Articles**”).

Section 5 of the Companies Act, 2013 provides that where the Articles of Association of a company are amended to include provisions of entrenchment, such an amendment requires the unanimous approval of the members of the company. Accordingly, the unanimous approval of the members of the Company is required in respect of the provisions of entrenchment which have been incorporated in the draft of the revised Articles of Association of the Company.

Restated Articles of Association will be provided for inspection through electronic means as and when demanded till the date of the meeting.

As per the applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special Resolution.

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. 1 under Special Business of:

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

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

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



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

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