



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 Saturday the 3rd day of October, 2020 at 10.30 A.M. by way of Video Conferencing to transact the following the business:

SPECIAL BUSINESS:

1. Confirmation of appointment of Ms. Vanitha Narayanan as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) (“Act”), and pursuant to the provisions of the Articles of Association of the Company, Ms. Vanitha Narayanan (DIN - 06488655), who has submitted a declaration that she meets the criteria for appointment as an Independent Director under the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director on the Board of the Company for a period of 3 consecutive years with effect from October 01, 2020 and following shall be the terms and conditions of her appointment as an Independent Director of the Company:

S. No.	Particulars	Details
1.	Designation	Woman Independent Director
2.	Duration of appointment	3 (Three) years w.e.f. 1 st October 2020
3.	Remuneration	A. Sitting Fee Rs. 1,00,000/- for each meeting of the Board or Committee of the Company. B. Commission Upto USD 80,000/- p.a. in total as may be decided by the Board of the Company from time to time in accordance with the provisions of Companies Act, 2013.

		C. Reimbursement of expenses Travelling related expenses for participation in the meeting of the Board or a duly constituted Committee of the Board and other official business of the Company
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RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

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



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

**Date: September 29, 2020
Place: Gurugram**

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

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.
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 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.

ANNEXURE I:

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

Item No. 1: Confirmation of appointment of Ms. Vanitha Narayanan as an Independent Director of the Company

Your Company being a debt listed Company is required to appoint a Woman Director on the board as per the provisions of section 149 of the Companies Act, 2013. With a view to strengthen the Board and to fill the casual vacancy of Woman Director caused by the resignation of Ms. Wendy Alexander Franks, your Board has appointed Ms. Vanitha Narayanan as an Additional Director (Category- Woman Independent Director) with effect from 01st October, 2020, at the Board meeting held on September 28, 2020.

Ms. Vanitha Narayanan is a senior technology leader with over three decades of experience and served as the Managing Director for IBM-Verizon, IBM's largest Telecommunications clients in the U.S. Prior to that, she served as Chairman of IBM India and was appointed to this leadership position in January 2017 and played a critical role in enabling IBM's global missions and evangelizing the organizations brand and solutions externally. Prior to that, she served as the Managing Director of IBM India Private Limited and Regional General Manager of IBM India / South Asia.

She joined IBM in the US in 1987 and has been serving in leadership roles since 2009. She was a part of the IBM's ISA business, serving in various roles as the Vice President of Sales & Distribution and then as the Managing Partner for Global Business Services (GBS). Prior to that, she served as the Vice President of Communications sector, Asia Pacific, and the Global Vice President for IBM's Telecom solutions & partnerships.

Your Board is of the opinion that she is independent of the management and that she fulfils the condition specified in the Companies Act 2013, as amended ("Act") and the rules thereunder for appointment as an Independent Director of the Company and proposes to appoint her as an Independent Director of the Company for a term of 3 (three) years w.e.f. 1st October 2020. Following shall be the terms and conditions of her appointment as an Independent Director:

S. No.	Particulars	Details
A.	Designation	Woman Independent Director
B.	Duration of appointment	3 (three) years w.e.f. 1 st October 2020
C.	Remuneration	A. Sitting Fee Rs. 1,00,000/- for each meeting of the Board or Committee of the Company. B. Commission Upto USD 80,000/- p.a. in total as may be decided by the Board of the Company from time to time in accordance with the provisions of Companies Act, 2013.

		<p>C. Reimbursement of expenses Travelling related expenses for participation in the meeting of the Board or a duly constituted Committee of the Board and other official business of the Company.</p>
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The Company has received consent and declaration in writing from Ms. Vanitha Narayanan that she is not disqualified from being appointed as Director in term of the provisions of Section 164 of the Companies Act 2013 and she fulfills the criterial of Independence under section 149 of Companies Act, 2013. The consent and approval of the Shareholders is sought for her appointment in accordance with the provisions of Section 150 of the Act.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions of the said appointment shall be made available for inspection through electronic means as and when demanded till the date of the meeting.

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

- | | |
|--|--------|
| i. Director and Manager (except Ms. Vanitha Narayanan to the extent of her Directorship) | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

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 except Ms. Vanitha Narayanan to the extent of her Directorship in the Company.

The Board recommends this resolution for the approval of the members as Ordinary Resolution.

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

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

**Date: September 29, 2020
Place: Gurugram**

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