



## **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 Wednesday the 9<sup>th</sup> day of September, 2020 at 02.00 P.M. by way of Video Conferencing to transact the following the business:

### **SPECIAL BUSINESS:**

#### **1. To issue Non- Convertible Debentures**

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

**“RESOLVED UNANIMOUSLY THAT** pursuant to the provisions of Section 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013 (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the memorandum and articles of association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board, consent of the members of the Company be and is hereby accorded to the Board to offer or invite subscription for secured, unlisted, redeemable, transferable and interest bearing non-convertible debentures having a nominal value of INR 10,00,000 each, aggregating up to INR 373,80,00,000 (Three Hundred Seventy Three Crores and Eighty Lacs only) not exceeding INR equivalent of US\$ 50,000,000 (the “**Debentures**”) to prospective investor(s) on a private placement basis within the overall borrowing limits of the Company, as may be approved by the members of the Company from time to time and take all actions as may be deemed necessary by the Board, including without limitation, for redemption of the Debentures and for securing the Debentures by creation of security over the assets of the Company and/ or its subsidiaries (as approved by the Board) and/ or disposal thereof.

**RESOLVED UNANIMOUSLY FURTHER THAT** any of the directors of the Company or Company Secretary or any other officer authorized by the Board be and are severally authorized to arrange, settle, negotiate and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) in relation to the Debentures and file necessary forms with the relevant registrar of companies, make necessary declarations, issue

the disclosure documents, execute all such agreements and documents and do all such acts, deeds, matters and things, as may be required 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 04, 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 08<sup>th</sup> 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

#### 1. To issue Non-Convertible Debentures

The Company proposes to borrow an amount aggregating up to INR 373,80,00,000 (Three Hundred Seventy Three Crores and Eighty Lacs only) not exceeding INR equivalent of US\$ 50,000,000, by way of offer and issuance of secured, unlisted, redeemable, transferable and interest bearing non-convertible debentures (the “**Debentures**”) in dematerialized form on a private placement basis to Asian Development Bank in dematerialized form.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts and particulars in connection with the aforesaid issuance of debentures are as follows:

S.No.	Description	Particulars
1.	Particulars of the offer including date of passing of board resolution	It is proposed to offer secured, unlisted, redeemable, transferable and interest bearing non-convertible debentures of an amount aggregating up to INR 373,80,00,000 (Three Hundred Seventy Three Crores and Eighty Lacs only) not exceeding INR equivalent of USD 50 Million. The offer was approved by the Board at its meeting held on 30 <sup>th</sup> June, 2020.
2.	Kinds of securities offered and the price at which security is being offered	Secured, unlisted, redeemable, transferable and interest bearing non-convertible debentures having a nominal value of INR 10,00,000 each.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable
4.	Name and address of valuer who performed valuation	Not Applicable
5.	Amount which the company intends to raise by way of such securities	Amount aggregating up to INR 373,80,00,000 (Three Hundred Seventy Three Crores and Eighty Lacs only) not exceeding INR equivalent of USD 50 Million.
6.	Material terms of raising such securities	The terms of Debentures will be determined by the Board (or duly authorized committee thereof) in consultation with the investor, and will be particularly described in the debenture trust deed and the debenture subscription agreement to be entered into in connection with the issue.
7.	Proposed time schedule for the issue	Within 1 year from the date of passing of this special resolution.

8.	Purposes or objects of offer	Issue proceeds to be utilized to meet any short-term requirement of liquidity as the Company may face.
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not Applicable
10.	Principle terms of assets charged as securities	The Debentures shall be secured by way of: <ol style="list-style-type: none"> <li>1. A first ranking <i>pari passu</i> charge over all current assets of the Company (excluding current assets pertaining to certain identified projects);</li> <li>2. A first ranking pledge over certain identified shares of Renew Solar Power Private Limited held by the Company in favour of the Debenture Trustee.</li> </ol>

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 requires consent of the shareholders by way of special resolution for the issuance of any securities through private placement.

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 to the extent of their directorship in the Company.

The above resolution shall be valid for a period of 12 months from the date of passing.

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

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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Place: Gurugram**

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