

## 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 29<sup>th</sup> day of December, 2020 at 05.30 P.M. by way of Video Conferencing to transact the following the business:

### SPECIAL BUSINESS:

#### **1. Approval pursuant to Section 185 of Companies Act, 2013**

*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 185 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and in accordance with the enabling provisions of the memorandum of association and articles of association of the Renew Power Private Limited (“**Company**”), consent of the members be and is hereby accorded to the board of directors of the Company (the “**Board**”, which term includes any duly authorized committee thereof) to provide corporate guarantee in connection with the issue of 4,900 redeemable, listed, rated, zero coupon, non-convertible debentures of a nominal value of INR 1,000,000 (Indian Rupees ten lakhs), each in a single series and in a single tranche on a private placement basis, aggregating to not more than INR 4,900,000,000 (Indian Rupees four hundred ninety crores) by Wisemore Advisory Private Limited (“**NCDs**”), an entity promoted and controlled by Mr. Sumant Sinha to one or more investor(s), on such terms and conditions as may be mutually agreed upon.

**RESOLVED FURTHER THAT** the members of the Company take note of the draft deed of guarantee to be executed between the Company and the debenture trustee appointed in relation to the issue of the NCDs, which was tabled before the members and for giving effect to this resolution the Board of the Directors of the Company and company secretary be and is hereby authorised to give all such directions / authorization as may be necessary, incidental or desirable, to finalize the terms and conditions and sign and execute all deeds, applications, agreements, documents and writings that may be required to be signed, on behalf of the Company, do or cause to be done all such acts, deeds, matters and things, settle any queries, difficulties, doubts that may arise with regard to issue of corporate guarantee, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as

#### ReNew Power Private Limited

Formerly known as ReNew Power Limited & ReNew Power Ventures  
Private Limited  
CIN: U40300DL2011PTC291527

#### Corporate Office

ReNew.Hub, Commercial Block-1, Zone-6, Golf Course Road, DLF City  
Phase-V, Gurugram - 122009,  
Tel: +91 124 489 6670, Fax: +91 124 489 6699, Email: info@renewpower.in,  
Website: www.renewpower.in

#### Registered Office

138, Ansal Chambers-II, Bhikaji Cama Place, Delhi - 110066, Tel: +91 11 4677  
2200, Fax: +91 11 4111 2980

may be necessary, expedient and desirable, in order to give effect to this resolution in the best interest of the Company.

**RESOLVED FURTHER THAT** the copies of the above resolutions, as certified to be true, may be furnished by any director or company secretary of the Company as and when required (including to the debenture trustee and the debenture holders).”

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

A handwritten signature in blue ink, appearing to read 'Ashish Jain'.

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

**Date: December 26, 2020  
Place: Gurugram**

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

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## 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.

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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.

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## ANNEXURE I:

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

#### Item No. 1: Approval pursuant to Section 185 of Companies Act, 2013

The Company has received a request from Wisemore Advsiory Private Limited, a private limited company incorporated under the provisions of Companies Act, 2013, an entity owned and controlled by Sumant Sinha, Chairman and Managing Director of the Company (the “**NCD Issuer**”) to provide corporate guarantee in connection with the issue of 4,900 redeemable, listed, rated, zero coupon, non-convertible debentures of a nominal value of INR 1,000,000 (Indian Rupees ten lakhs), each in a single series and in a single tranche on a private placement basis, aggregating to not more than INR 4,900,000,000 (Indian Rupees four hundred ninety crores) (“**NCDs**”) by the NCD Issuer to one or more investor(s).

The Company shall be required to provide corporate guarantee in favour of the debenture trustee appointed in relation to the issue of the NCDs (“**Debenture Trustee**”) for the benefit of the holder(s) of the NCDs to secure the issuance of the NCDs and the consideration shall be used for, among others, the repayment of the existing non-convertible debentures issued pursuant to the debenture trust deed dated 29 March 2017 executed between the Debenture holder(s) and Axis Trustee Services Limited and payment of all outstanding costs, fees and expenses in relation to the issuance of the NCDs.

In terms of Section 185 of the of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person without obtaining approval from the shareholders of the Company by way of passing a Special Resolution.

Since Mr. Sumant Sinha (being the director of the Company) is interested in the NCD Issuer, hence, the proposed guarantee by the Company in favour of the Debenture Trustee in relation to the issue of NCDs, requires approval of the shareholders of the Company under Section 185 of the Companies Act 2013.

Further, approval of the members of the Company shall not be required in terms of Section 186 of the Act as the Company is engaged in in the business of providing infrastructural facilities as per Schedule VI of the Act.

The Board recommends the resolution at Item No. 1 for approval of members as Special Resolution.

None of the directors, Manager, key managerial personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid special resolution set

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out at Item No. 1, except Mr. Sumant Sinha, Chairman and Managing Director and Ms. Vaishali Nigam Sinha, spouse of Mr. Sumant Sinha to the extent of their directorship and shareholding.

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

A handwritten signature in blue ink, appearing to read 'Ashish Jain'.

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

**Date: December 26, 2020  
Place: Gurugram**

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