



NOTICE OF EXTRA ORDINARY GENERAL MEETING

**To,
The Members;
Board of Directors
Debenture Trustee
Secretarial Auditors &
Statutory Auditors**

Notice is hereby given that the Extra-Ordinary General Meeting of ReNew Power Private Limited (“Company”) will be held on Shorter Notice on Monday, August 23, 2021 at 8.30 p.m. at “ReNew.Hub, Commercial Block-1, Zone 6, Golf Course Road, DLF City Phase-V Gurugram – 122009, Haryana to transact the following the businesses:

SPECIAL BUSINESS:

1. PAYMENT OF COMMISSION TO MR. TANTRA NARAYAN THAKUR, INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** subject to the provisions of Section 149,197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act, consent of the Members be and hereby accorded to pay remuneration as per the terms of appointment of Mr. Tantra Narayan Thakur i.e. Rs. 30,00,000/- (Rupees Thirty Lacs Only) each financial year as profit related commission during the entire term of his appointment i.e. 3 years (F.Y. 2019-20 to 2021-22).

RESOLVED FURTHER THAT wherein any financial year during the tenure of his appointment, the Company has no profit or inadequate profit, the aforesaid remuneration or as may be approved by the Board of Directors of the Company from time to time shall be paid as remuneration”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary for the purpose of giving effect to the above resolution.”

2. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of Companies Act, 2013 (hereinafter referred as the “Companies Act”) read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to re-classify the Authorized Share Capital of the Company as below:

The existing authorised share capital of the company i.e., Rs. 30,50,00,00,000 (Rupees Three Thousand and Fifty Crore) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 6,00,00,000 (Six Crore) Preference Shares of Rs. 425/- (Rupees Four Hundred Twenty-Five only) each be and is hereby re-classified to Rs. 30,50,00,00,000 (Rupees Three Thousand and Fifty Crore) comprising of 3,05,00,00,000 (Three Hundred Five Crore) equity shares of face value of Rs. 10/- (Rupees Ten only) each by cancelation of existing unissued 6,00,00,000 Preference Shares of face value of Rs. 425/- (Indian Rupees Four Hundred and Twenty Five) each and increasing 2,55,00,00,000 Equity shares of RS. 10/- each (Rupees Ten Only) in the Equity Share capital of the Company.

RESOLVED FURTHER THAT pursuant to Section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 consent of the shareholders be and is hereby accorded to substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

The authorised share capital of the Company is Rs. 30,50,00,00,000 (Rupees Three Thousand and Fifty Crore) comprising of 3,05,00,00,000 (Three Hundred Five Crore) equity shares of face value of Rs. 10/- each (Rupees Ten Only).”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Directors, Chief Financial Officer and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.”

3. OFFER AND ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO RENEW ENERGY GLOBAL PLC

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

RESOLVED THAT pursuant to the provisions of Memorandum and Articles of Association of the Company, Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot 5,40,00,000 (Five Crore Forty Lacs) equity shares of Rs.10/- (Rupees Ten only) on preferential basis to ReNew Energy Global Plc (“ReNew Global”):

Sr. No	Name and address of identified investor	No of equity shares offered	Issue price per equity share (Rs.)	Subscription money (Rs.)
1	ReNew Energy Global Plc C/O Vistra (Uk) Ltd, 3rd Floor, 11-12 St. James's Square, London, England, SW1Y 4LB (ReNew Global)	5,40,00,000	Rs 621.75 including premium of Rs. 611.75	33,57,45,00,000

RESOLVED FURTHER THAT the draft private placement offer letter in the format of Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the application form as placed before the meeting be and are hereby approved and any of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign and issue the private placement offer letter and necessary annexures as may be required, to ReNew Global.

RESOLVED FURTHER THAT the Company do record the name of ReNew Global and maintain such record of private placement offer of equity shares in the format of Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the entire share subscription monies shall be received by the Company from the investors at the time of application into a separate designated account and shall not be utilized till the allotment of fully paid up equity shares.

RESOLVED FURTHER THAT Board of Directors or Company Secretary of the Company be and are hereby authorised to issue Offer Letter to ReNew Global within the time prescribed under the Companies Act, 2013 and to authenticate the entries made in PAS 5 including filing of necessary e-forms with the concerned Registrar of Companies and to do all such acts, deeds and things as may be required in this connection and incidental thereto.

4. TO CONSIDER AND APPROVE THE RESTATED ARTICLES ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the members of the Company be and hereby approve that the existing articles of association of the Company be replaced in their entirety, with the restated articles of association of the company, a copy of which as placed before the meeting and duly initialed by the Chairman for the purpose of identification and shall be binding on the members of the Company with the immediate effect.”

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and Company Secretary be and are hereby authorized severally to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to enforcement of the restated articles of association, in substitution for, and to the exclusion of all the existing articles of association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

5. TO APPROVE THE TERMINATION OF THE COMPANY’S STOCK OPTION PLANS

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

“**RESOLVED THAT** pursuant to applicable laws, including the Companies Act, 2013, and rules issued thereunder, and relevant provisions of the memorandum and articles of association of the Company and on the basis of the confirmation that no stock options granted under the Plans (defined below) remain outstanding or unexercised and/or all outstanding Options have been cancelled / forfeited and pursuant to the approval of the Compensation Committee and the Board on August 23, 2021, members of the Company hereby approve by way of special resolution and take on record the termination of each of the employees’ stock option plans namely (i) ReNew 2018 Employee Stock Option Plan, (ii) ReNew 2011 Stock Option Plan, (iii) ReNew 2014 Stock Option Plan, (iv) ReNew 2016 Employee Stock Option Plan, and (v) ReNew 2017 Employee Stock Option Plan (each as amended) (“**Plans**”).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, any of the Directors of the Company or the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities.”

**BY ORDER OF THE BOARD OF DIRECTORS OF
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: August 23, 2021

Place: Gurugram

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed is Annexed as **Annexure I**.
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure II** the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE PROXY FORM IS ANNEXED HERETO AS **ANNEXURE III**.
4. 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.
5. 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.
6. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
7. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of meeting.
8. Route map and land mark details for the venue of general meeting is annexed to the notice as **Annexure IV**.

ANNEXURE I:

EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM 1: APPROVE THE PAYMENT OF REMUNERATION TO MR. TANTRA NARAYAN THAKUR, INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors approved and further recommended the payment of remuneration of Rs. 30,00,000/- (Rupees Thirty Lacs Only) as profit related Commission as per the terms of appointment of Mr. Tantra Narayan Thakur, Independent Director of the Company to the shareholders for their approval. The shareholders of the Company approved appointment terms of Mr. Thakur vide Ordinary Resolution in their Extra-Ordinary General Meeting held on July 27, 2019.

Mr. Thakur is a former member of prestigious Civil Service in India, and has more than 40 years of experience with government, private global companies in India and South Asia. He brings to the Board his vast experience and knowledge in the field of finance and management.

Section 197 of the Companies Act, 2013 (“Act”) prescribes that except with the approval of the company in general meeting by a special resolution the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed (a) one percent of the net profits of the company, if there is a managing or whole-time director or manager, (b) three percent of the net profits in any other case. Further, as per the recent amendment made in Schedule V vide March 18, 2021 notification by Ministry of Corporate Affairs, a company could now pay remuneration in excess of the limits prescribed under Part II, Section II of Schedule V by passing a Special resolution in the shareholders meeting.

Therefore, pursuant to Section 197 read with Schedule V, Part II, Section II and any other applicable provisions of the Companies Act, 2013 (“the Act”) along with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company requires an approval of the Shareholders through special resolution to pay Director commission in excess of the limits prescribed under the Act.

Additional information as required to be furnished as per the Schedule V of the Companies Act, 2013 is provided under “Annexure-A”.

“Annexure – A”

Sl. No.	I. General information	
1	Nature of industry	Renewable Energy
2	Date or expected date of commencement of commercial production	Company is operational since 2011
3	In case of new companies, expected date of	Not Applicable

	commencement of activities as per project approved by financial institutions appearing in the prospectus																																									
4	Financial performance based on given indicators	<p>Following are the results of the Company for the last four years, at glance:</p> <p style="text-align: right;">(Amounts in Rs. millions)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2017-18</th> <th>FY 2018-19</th> <th>FY 2019-20</th> <th>FY 2020-21</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>5,795</td> <td>8,544</td> <td>13,147</td> <td>14,449</td> </tr> <tr> <td>Profit/(Loss) before Income Tax</td> <td>947</td> <td>(434)</td> <td>(2,106)</td> <td>(4,638)</td> </tr> <tr> <td>Less: Provision for Taxation</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Current Tax</td> <td>76</td> <td>0</td> <td>0</td> <td>0</td> </tr> <tr> <td>Deferred Tax</td> <td>95</td> <td>(492)</td> <td>513</td> <td>151</td> </tr> <tr> <td>Tax for earlier years</td> <td>(85)</td> <td>4</td> <td>0</td> <td>0</td> </tr> <tr> <td>Net Profit/ (loss) after Tax</td> <td>861</td> <td>54</td> <td>(2,619)</td> <td>(4,789)</td> </tr> </tbody> </table>	Particulars	FY 2017-18	FY 2018-19	FY 2019-20	FY 2020-21	Gross Revenue	5,795	8,544	13,147	14,449	Profit/(Loss) before Income Tax	947	(434)	(2,106)	(4,638)	Less: Provision for Taxation	-	-	-	-	Current Tax	76	0	0	0	Deferred Tax	95	(492)	513	151	Tax for earlier years	(85)	4	0	0	Net Profit/ (loss) after Tax	861	54	(2,619)	(4,789)
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5	Foreign investments or collaborations, if any	The Company's 95.31% of equity is held by FIIs, Pension Funds and Foreign Investors.																																								
II. Information about the appointee:																																										
1	Background details	<p>Mr. Thakur is a former member of prestigious Civil Service in India, has more than 40 years of experience with government, private global companies in India and South Asia. Widely acclaimed as innovative professional for setting up and managing businesses, he is serving as non-executive Board Member of AD Hydro Power Limited, Malana Power Limited etc. He has served on the Board of InfraCo Asia Development Pte Ltd, Singapore for many years. During 2012-2015, He was advisor for Fortum India, a subsidiary of Fortum (TAQA India Limited (A subsidiary of Abu Dhabi based energy and water authority) and for the Essar Group. Mr. Thakur was a member of the management board of TERI University and a Faculty of Management Services of Delhi University. He was member of the Advisory Board of TERI for a number of years and also served as a member of the Finance Committee of Jawahar Lal Nehru University (JNU).</p> <p>He has held position of Chairman & Managing Director- PTC India Limited, Chairman & Managing Director- PTC India Financial Services Limited, Director (Finance & Financial Operations) -Power Finance Corporation Limited, Secretary to Chief Minister-Bihar etc.</p>																																								
2	Past remuneration	Nil																																								
3	Recognition or awards	He was instrumental for setting up of first Power Exchange in India and also credited for turning around of Power Finance Corporation (PFC) India in one year as Director																																								

		(Finance & Financial Operations). He launched several debt issues, domestic and international for PFC very successfully, revamped treasury functions and set up consultancy unit. He had been persuaded by the Govt. of India to join PFC at a time when the company was a sick one and within a year of his tenure it became one of the best performing companies of the Govt. He was deputed to UNHCR, Geneva for performance audit on behalf of UN Board of Auditors. He served as member of the Prime Minister's Task Force (headed by Dr. C. Rangarajan) on the socio-economic development of Jammu Kashmir.
4	Job profile and his suitability	He was appointed as an Independent Director for a term of 3 (three) consecutive years w.e.f. July 27, 2019. Considering his knowledge on various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, Mr. Thakur is best suited for the said profile.
5	Remuneration proposed	As stated in the resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into account the contribution made by Mr. Thakur in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Thakur is an Independent Director and holds no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.
III. Other information:		
1	Reasons of loss or inadequate profits	The major reason for inadequate profits of the Company is due to delay in receivables.
2	Steps taken or proposed to be taken for improvement	The Company is confident that the receivables position will improve in future.
3	Expected increase in productivity and profits in measurable terms	The Company has earned loss (after tax) of Rs. (4,78,83,29,382) as per the audited financials for the year ending March 31, 2021 and the Company is expected to do well in future.
4	Any default committed by the Company in payment	No such default has been committed.

	of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor	
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Accordingly, the Board recommends passing of the Special Resolution as set out in the Notice by the shareholders in relation to remuneration payable to Mr. Tantra Narayan Thakur, Independent Director, which tends to exceed the prescribed limits as provided under the provisions of the Companies Act, 2013.

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

- | | |
|---|--------|
| i. Director and KMP (except Mr. T.N. Thakur to the extent of his directorship) | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) (except relatives of Mr. T.N. Thakur) | - None |

This statement may also be regarded as an appropriate disclosure under the Act.

ITEM NO. 2: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors vide resolution passed by circulation dated August 18, 2021 decided to alter the Capital clause of the Memorandum of Association of the Company, to re-classify (un-issued capital) and increase the Authorised Share Capital of the Company with the approval of the shareholders of the Company. The existing authorised share capital of the company i.e., Rs. 30,50,00,00,000 (Rupees Three Thousand and Fifty Crore) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 6,00,00,000 (Six Crore) Preference Shares of Rs. 425/- (Rupees Four Hundred Twenty-Five only) each.

The Company with the objective to augment the long-term resources to finance its business operations and at the same time for financing Working Capital requirement for general Corporate Purposes is chalking down various fund raising options that might involve issuance of Equity Shares, which requires the Company to enhance its existing Authorised Share Capital base.

Accordingly, it is deemed appropriate to re-classify and increase the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be altered in the manner specified in resolution at Item No. 2 of the accompanied notice.

The alteration in the Memorandum of Association of the Company is only consequential changes to reflect the proposed increase in the Authorised share capital of the Company.

The Board recommends passing of the Special Resolution as set out in the Notice by the shareholders in relation to the reclassification of authorized share capital.

The concern or interest, financial or otherwise in respect of item no. 2 under Special Business of:

- | | |
|---|--------|
| i. Director and KMP | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

ITEM NO. 3: OFFER AND ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

It is proposed to raise capital by offering 5,40,00,000 equity shares at the price of Rs. 621.75/- per share (Including Premium of Rs. 611.75/- per share) aggregating Rs. 33,57,45,00,000 to ReNew Energy Global Plc on preferential basis as per the details mentioned in the proposed resolution

Section 62 of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital & Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a special resolution.

Furthermore, as per Section 42 of the Act, read with the Companies (Prospectus and Allotment) Rules framed there under, a company offering or making an invitation to subscribe to securities, on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a special resolution, for each of the offers and invitations.

The concern or interest, financial or otherwise in respect of agenda no. 3 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 |

The information and disclosures for private placement of equity shares as per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014:

- i. The objects of the issue: The funds shall be utilized by the Company for general operating expenses, capital expenditure and such other purpose, including with regard to the expansion of the Business as may be decided by the Board.
- ii. The total number of shares or other securities to be issued: 5,40,00,000 equity shares at the price of Rs. 621.75/- per share (Including Premium of Rs. 611.75/- per share).
- iii. The price at/within which the allotment is proposed: Rs. 10 (Rupees ten only) at a premium of Rs. 611.75 (Rupees Six Hundred Eleven and Seventy Five Paise only) per equity shares. Total consideration being infused in the Company by ReNew Global pursuant to the preferential allotment is Rs. 33,57,45,00,000 (Rupees Three Thousand Three Hundred Fifty Seven Crores Forty Five Lacs only).
- iv. Basis on which the price has been arrived at along with report of the registered valuer: The value per security of the Company on a going concern basis has been determined based on the discounted cash flow method as arrived at by BANSI S. MEHTA & CO. is Rs. 602.95 (Rupees Six Hundred Two and Ninety Five Paise only) and offer is being made at Rs. 621.75 (Rupees Six Hundred Twenty One and Seventy Five Paise only).

- v. Relevant date with reference to which the price has been arrived at:
Valuation Report dated August 19, 2021
- vi. The class or classes of persons to whom the allotment is proposed to be made: The allotment is proposed to be made to ReNew Energy Global plc
- vii. Intention of promoters, directors or key managerial personnel to subscribe to the offer: The Company is professionally managed and there are no promoters. Directors or key managerial personnel have no intentions to subscribe to the offer.
- viii. The proposed time within which the allotment shall be completed: Within 30 days of receipt of share application money
- ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of Proposed Allottee	No of equity shares	% of Post Offer equity shares (Undiluted Basis)
1.	ReNew Energy Global Plc	41,51,07,637	86.55%

- x. The change in control, if any, in the company that would occur consequent to the preferential offer: Post issue Share Capital structure of the Company as below-

Proposed capitalization structure (upon closing- on a Fully Diluted Basis)

S. No.	Name of Shareholders	No. of Shares held	% Shareholding
1	ReNew Energy Global Plc	41,51,07,637	86.56
2	GS Wyvern Holdings Limited	1,48,25,749	3.09
3	Canada Pension Plan Investment Board	1,48,93,835	3.11
4	Platinum Hawk C 2019 RSC Limited (acting in its capacity as the trustee of the Platinum Cactus A 2019 Trust)	1,47,56,514	3.08
5	Wisemore Advisory Private Limited	1,09,70,431	2.29
6	Cognisa Investment	78,39,588	1.63
7	Sumant Sinha	100	0.00
8	Kailash Vaswani	100	0.00
9	Saurabh Maggo	6,700	0.00
10	Ravi Seth	10,03,291	0.21
11	Ravi Parmeshwar	1,26,880	0.03
12	Tapas Acharya	16,750	0.00
13	Sunei Kapoor	14,100	0.00
	Total	47,95,61,675	100%

- xi. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has issued 9000 and 2500 unlisted, redeemable, non-convertible debentures of face value of Rs. 10,00,000 on March 30, 2021 and June 8, 2021, respectively, as per the following details:

Name of Debenture Holder	Total No. of Debentures offered by Board	Face Value	Total Amount Received in Rs.
Standard Chartered Bank	9,000	1000000	900,00,00,000
Barclays Bank PLC	2,500	1000000	250,00,00,000

- xii. *The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:*

The proposed allotment of shares is on cash consideration hence not applicable.

- xiii. The pre issue and post issue shareholding pattern of the Company:

Sr No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of Holding	NO. of Shares Held	% of Holding
A	Promoters' Holding				
1	Indian:	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate				
	Sub Total				
2	Foreign Promoters				
	Sub Total (A)				
B	Non Promoters' Holding				
1	Institutional Investors	4,44,76,098	10.45	4,44,76,098	9.27
2	Non Institution	-	-	-	-
	Private Corporate Bodies	37,20,78,068	87.43	42,60,78,068	88.85
	Directors and Relatives	100	-	100	-
	Indian Public	11,67,821	0.27	11,67,821	0.24

	Others (Including NRIs)	78,39,588	1.84	78,39,588	1.63
	Sub Total (B)	-	-	-	-
	Grand Total(A)+(B)	42,55,61,675	100	47,95,61,675	100

The information and disclosures for private placement of equity shares as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

- i. **Particulars of the offer including date of passing of Board resolution-** It is proposed to offer and issue 5,40,00,000 equity shares at the price of Rs. 621.75/- per share (Including Premium of Rs. 611.75/- per share) on preferential basis and the same was approved by the Board on August 23, 2021.
- ii. **Kinds of securities offered and the price at which security is being offered-** 5,40,00,000 equity shares at the price of Rs. 621.75/- per share (Including Premium of Rs. 611.75/- per share).
- iii. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made-** The value per security of the Company on a going concern basis has been determined based on the discounted cash flow method as arrived at by BANSI S. MEHTA & CO. is Rs. 602.95 (Rupees Six Hundred Two and Ninety Five Paise only) and offer is being made at Rs. 621.75 (Rupees Six Hundred Twenty One and Seventy Five Paise only).
- iv. **Name and address of valuer who performed valuation-** BANSI S. MEHTA & CO. Chartered Accountants Metro House, 3rd Floor, M. G. Road, Dhobi Talao, Mumbai – 400 020.
- v. **Amount which the company intends to raise by way of such securities-** 33,57,45,00,000 (Rupees Three Thousand Three Hundred Fifty Seven Crores Forty Five Lacs only).
- vi. **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities-** The equity shares shall rank pari passu with the existing equity shares. The allotment shall be completed within 30 days of receipt of share application money.

The concern or interest, financial or otherwise in respect of item no. 3 under Special Business of:

- | | |
|---|--------|
| i. Director and KMP | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

ITEM NO 4: TO CONSIDER AND APPROVE THE RESTATED ARTICLES ASSOCIATION OF THE COMPANY

This is with reference to the Business Combination Agreement dated February 24, 2021 (“**BCA**”) executed by the Company, whereby the shareholders of the Company had agreed to transfer their shares held in the Company in favour of ReNew Energy Global Plc. On account of the transfer of the majority of the shareholding of the Company, the management of the Company and rights of the shareholders have undergone several changes and the subsisting shareholders’ agreement has been terminated.

Accordingly, the articles of association are required to be amended to remove the provisions of the shareholders’ agreement and prescribe the rights and obligations of the continuing shareholders of the Company.

Your Directors recommend the resolution as set out in Item no. 4 for the approval of the members as a Special resolution.

The concern or interest, financial or otherwise in respect of item no. 4 under Special Business of:

- | | |
|---|--------|
| i. Director and KMP | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

ITEM NO. 5: TO APPROVE THE TERMINATION OF THE COMPANY’S STOCK OPTION PLANS

Pursuant to the Compensation Committee’s resolution and subsequent exercise and / or forfeiture of the employee stock options by employees and ex-employees of the Company, there are no employee stock options of the Company that remain outstanding. Further, as per the terms of Section 8.09 and other provisions of the Business Combination Agreement dated February 24, 2021 (including any amendments thereto) (“**BCA**”) executed by the Company, the employee stock options plans are intended to terminate on Closing (as defined therein). Accordingly, it is proposed to terminate the stock option plans, namely, (i) ReNew 2018 Employee Stock Option Plan, (ii) ReNew 2011 Stock Option Plan, (iii) ReNew 2014 Stock Option Plan, (iv) ReNew 2016 Employee Stock Option Plan, and (v) ReNew 2017 Employee Stock Option Plan of the Company.

The Compensation Committee vide its resolution passed by way of circulation and the Board on August 23, 2021 has approved the termination of the stock option plans of the Company and the Members’ are required to approve the same.

As per the applicable provisions of the Companies Act, 2013, your Board on recommendation of Compensation Committee recommends passing of the resolution set out as item no 5 in this notice as a special resolution. Relevant documents related to the resolution are open for inspection by the members at the registered office of the Company on all working days during business hours till the date and time of the meeting.

The concern or interest, financial or otherwise in respect of item no. 5 under Special Business of:

- | | |
|---------------------|--------|
| i. Director and KMP | - None |
|---------------------|--------|

- ii. Every other Key Managerial Personnel - None
iii. Relatives of persons mentioned in (i) and (ii) - None

**BY ORDER OF THE BOARD OF DIRECTORS OF
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: August 23, 2021
Place: Gurugram

ANNEXURE II:

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Extra-Ordinary General Meeting of M/s. ReNew Power Private Limited to be held on Monday, the 23rd day of August, 2021 at 08.30 p.m. at ReNew.Hub, Commercial Block-1, Zone 6, Golf Course Road, DLF City Phase-V Gurugram – 122009.

Full Name of the Shareholder/ Authorized representative: _____

residing at/having registered office at _____

Folio No. [●]

No. of Shares held: [●]

Name of Proxy (if any): [●]

Signature of the-Shareholder/Proxy/
Corporate Representative*

* *Strike out whichever is not applicable*

Annexure III

PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company: M/s ReNew Power Private Limited
(CIN: U40300DL2011PTC291527)

Name of the Member (s): _____ residing
at/having registered office at _____
_____ & e-mail Id: _____
bearing Folio No. _____.

I / We, being the member(s) of _____ (In words _____)
equity shares of M/s ReNew Power Private Limited hereby appoint –

1.Name: _____ Ad
dress : _____
E-mail Id: _____ Signature: _____, or failing him / her

2.Name: _____ Address : _____

E-mail Id: _____ Signature: _____, or failing him / her

3.Name: _____ Address : _____

E-mail Id: _____ Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-
Ordinary General Meeting of the Company, to be held on Monday, 23rd day of August, 2021 at
08.30 p.m. at ReNew.Hub, Commercial Block-1, Zone 6, Golf Course Road, DLF City Phase-
V Gurugram – 122009 and at any adjournment thereof, in respect of resolutions set out in the
Notice convening the meeting.



Signed this ____ day of _____, 2021

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: *This form of proxy in order to be effective, should be duly completed, stamped, executed and deposited at the registered office of the Company, before the commencement of the Meeting.*

Annexure -IV

Route Map

