

ANNEXURE – B

DRAFT 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 Akshay Urja Limited (“Company”) will be held on Monday, 15th March 2021 at 1:00 P.M. at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Ms. Vanitha Narayanan (DIN: 06488655) 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 Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 (“Act”), and on the recommendation of the nomination and remuneration committee of the Board and approval of the Board of Directors for appointment of Ms. Vanitha Narayanan (DIN: 06488655) as an Additional Director (Category – Independent) of the Company, who has submitted a declaration that she meets the criteria for Independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 3 (Three) consecutive years w.e.f 8th March, 2021 and following shall be the terms and conditions of her appointment as an Independent Director of the Company:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Age	61 Years
3.	Duration of appointment	3 (Three) years from the date of appointment
4.	Remuneration	A. Sitting Fee INR 25,000/- (Rupees Twenty-Five Thousand Only) for each meeting of the Board and INR

ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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

		<p>10,000/- for each meeting of the Committee of the Company.</p> <p>B. Commission in case of profits Maximum of INR Amount equivalent to USD 80,000 (Eighty Thousand Only), as may be decided by the Board from time to time, subject to limits defined under Section 149 read with Section 197 of Companies Act 2013.</p> <p>C. Reimbursement of expenses For participation in the meeting of the Board, Committee and other official business of the Company</p>
--	--	---

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 Akshay Urja Limited**

**Pallavi Chhabra
Company Secretary
M. No: ACS – A46578**

Date:
Place: Gurugram

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I.**
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure II** 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.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER OF THE COMPANY, TO ATTEND AND VOTE INSTEAD OF HIMSELF. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING. THE PROXY FORM IS ANNEXED HERETO AS **ANNEXURE III.**

ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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

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. In terms of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, as amended, the Independent Directors are required to be appointed for a term up to five consecutive years and are not liable to retire by rotation. Accordingly, resolution proposing appointment of Independent Director is given at item no. 1 of this Notice. In terms of the Companies Act, 2013, as amended, the Board of Directors has reviewed the declaration made by him that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and the Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent to the management.
6. 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.
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 are annexed as **Annexure-IV**.

ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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

ANNEXURE I

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

ITEM NO. 21: Appointment of Ms. Vanitha Narayanan (DIN: 06488655) as an Independent Director of the Company

To bring more experience on the Board, your Board had appointed Ms. Vanitha Narayanan (DIN: 06488655) as an Additional Director (Category- Independent Director) on 8th March, 2021 for a term of 3 (three) consecutive years.

Ms. Narayanan is also an Independent Director of ReNew Power Private Limited (Holding Company).

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.

Ms. Narayanan 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 such 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.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of Ms. Vanitha Narayanan (DIN: 06488655) as an Independent Director for a term of 3 (three) consecutive years on the Board of the Company.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and vast experience, her association would be very beneficial to the Company and it is desirable to appoint her as an Independent Director.

In the opinion of the Board, Ms. Narayanan is Independent from the management and that she fulfils the condition specified in the Companies Act 2013 ("Act") and the Rules 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.

Ms. Vanitha Narayanan (DIN: 06488655) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Ms. Vanitha Narayanan (DIN: 06488655) for the office of Independent Director of the Company

The Company has received consent and declaration in writing from Ms. Vanitha Narayanan that she is not

ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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

disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. The consent and approval of the Shareholders is sought for her appointment in accordance with the provision of the 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 would be available for inspection at the Registered Office or Corporate Office of the Company during normal business hours on any working day without payment of any fee, by the member.

Details of Ms. Narayanan is provided in the “**Annexure A**” to the Notice.

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

- | | |
|--|--------|
| i. Director and KMP (except Ms. 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 |

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

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the ordinary resolution as set out in the Notice.

**By order of the Board
For ReNew Akshay Urja Limited**

**Pallavi Chhabra
Company Secretary
M. No: ACS – A46578**

**Date:
Place: Gurugram**

Annexure – A

ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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

Details of Director seeking appointment at the Meeting

Particulars	Ms. Vanitha Narayanan
DIN	06488655
Age	61 years (20/05/1959)
Qualification	M.B.A., Information Systems
Experience (including experience in specific function areas)	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.
Terms and Conditions of Appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto, Ms. Narayanan is proposed to be appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration Proposed to be paid	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto.
Date of first appointment on the Board	8 th March, 2021
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended	Not Applicable
Directorships of other Boards	1. ReNew Power Private Limited
Membership/Chairmanship of Committees of other Boards	NIL

ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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

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 ReNew Akshay Urja Limited on Monday, 15th March 2021 at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 12:00 Noon.

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*

Notes:

1. A Member/Proxy/ Authorised representative attending the meeting must fill in and sign this Attendance Slip and hand it over at the entrance.
2. Member intending to appoint a proxy, should complete the Proxy Form given below and deposit it at the Company's Registered Office before the commencement of the Meeting.

ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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

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]

CIN:	U40300DL2015PLC275651
Name of the company:	Renew Akshay Urja Limited
Registered office:	138, Ansal Chamber – II, Bikaji Cama Place, New Delhi-110066

Name of the member(s): Registered address: Email Id: Folio No./Client Id: DP ID:
--

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

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, 15th January 2021, at ReNew Hub, Commercial Block 1, Zone 6, Golf Course Road, DLF City Phase – V, Gurugram, Haryana 122009 at 12.00 Noon and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Signed this ____ day of _____, 2020/21

Signature of Shareholder (s)

Signature of Proxy Holder (s)

**Affix Re. 1
Revenue
Stamp**

Note: This form of proxy in order to be effective, should be duly completed, stamped, executed and

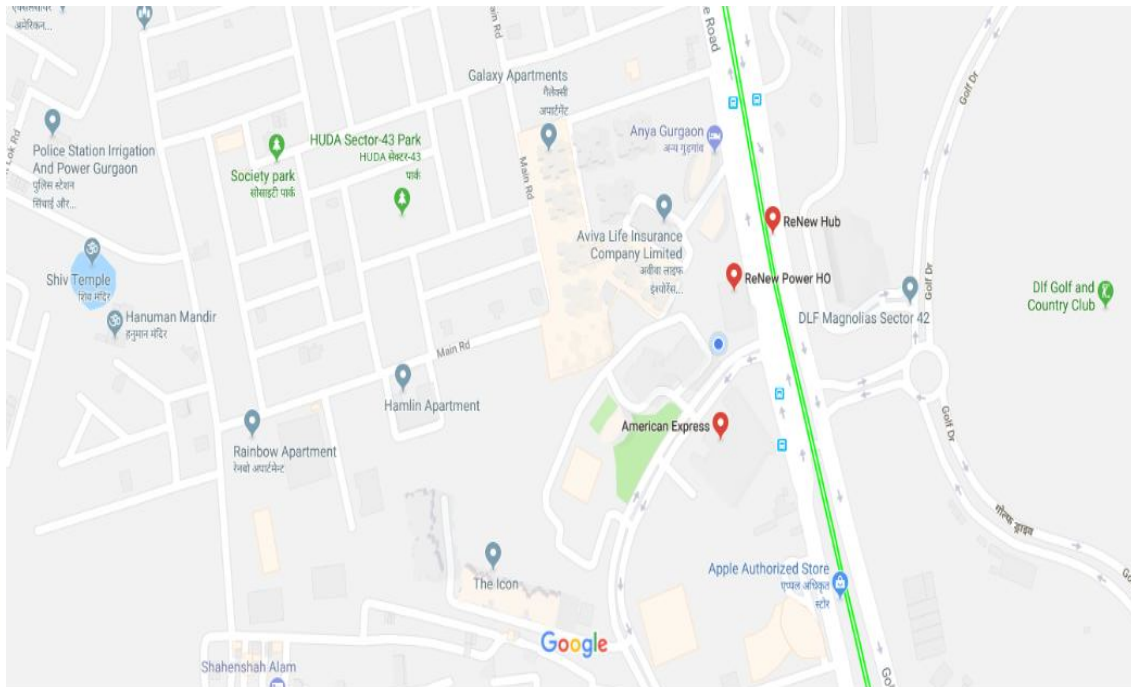
ReNew Akshay Urja Limited
 (Formerly known as ReNew Akshay Urja Private Limited)
 CIN: U40300DL2015PLC275651

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

deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Annexure-IV



ReNew Akshay Urja Limited
(Formerly known as ReNew Akshay Urja Private Limited)
CIN: U40300DL2015PLC275651

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