



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 4th (Fourth) Annual General Meeting of the Company will be held on Wednesday the 28th September 2016 at 12 Noon at 138, Ansal Chambers II, Bikaji Cama Place, Delhi-110 066, the Registered Office of the Company to transact the following business:

Ordinary Business:

1. Adoption of Financial Statement for the Financial Year ended 31st March 2016 together with the report of Directors and Auditors as on that date

To receive, consider and adopt the Financial Statements of the Company for year ended 31st March, 2016 together with the Reports of Board of Directors and Auditors thereon.

2. To re-appoint Mr. Pushkar Prasad as Director

To appoint a Director in place of Mr. Pushkar Prasad, who retires by rotation and, being eligible, offers himself for re-appointment.

3. Ratification of the appointment of Auditor for the Financial Year 2016-17

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

"RESOLVED THAT pursuant to Section 139,142 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), the appointment of M/s. S.R Batliboi & Co. LLP, Chartered Accountants having registration no. 301003E/E300005 approved in the 2nd Annual General Meeting to hold the office until conclusion of the 7th Annual General meeting be and is hereby ratified to continue as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company and Board of Directors are authorised to finalise the engagement and remuneration of Statutory Auditors."

SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the Financial Year 2016-17

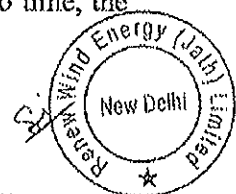
To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the

ReNew Wind Energy (Jath) Limited

(Formerly known as ReNew Wind Energy (Jath) Private Limited)
CIN No. U40101DL2012PLC236227

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Company hereby ratifies the remuneration finalized by the Board of Directors to M/s. Sanjay Arya & Associates (Firm Registration No. 102619), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31 March, 2017.”

5. Appointment of Ms. Vaishali Nigam Sinha as Director of the Company liable to retire by rotation

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, Ms. Vaishali Nigam Sinha, who was appointed as Additional Director of the Company at the Board meeting held on 18th March 2016, be and is hereby appointed as Director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things including signing and filing required e-forms to be filed with the Registrar of Companies to give effect to the above resolution.”

BY ORDER OF THE BOARD




Sai Krishnan R
Company Secretary
ACS-28212

RZL-12 Upper Ground Floor Mahavir Enclave New Delhi-45

Place: Gurgaon
Date: 31st August 2016

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Notes:

1. 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.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
4. 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.
5. 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.
6. Route map and land mark details for the venue of general meeting is annexed to the notice.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4: To ratify the remuneration of Cost Auditors for the Financial Year 2016-17

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint Cost Auditors to audit the cost records of the applicable products of the Company relating to the business.

The Board has appointed M/s. Sanjay Arya & Associates as the Cost Auditors of the Company for the Financial Year 2016-17 on a remuneration as decided by Directors of the Company plus applicable Service tax and out of pocket expenses that may be incurred.

In terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

The concern or interest, financial or otherwise in respect of agenda no. 4 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 |

Your Directors recommend the Resolution in Item No. 4, as Ordinary Resolution for your approval.

ITEM NO. 5: Appointment of Ms. Vaishali Nigam Sinha as Director of the Company

Pursuant to provision of section 149 of the Companies Act 2013, Ms. Vaishali Nigam Sinha has been appointed as an Additional Director of the Company with effect from 18th March 2016 and would cease to hold the office at the ensuing Annual General Meeting. The Board has recommended her appointment as Director liable to retire by rotation at the ensuing Annual General meeting.

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

- | | |
|--|--------|
| a. Director and Manager (Except Ms. Vaishali Nigam Sinha and her relatives | - None |
| b. Every other Key Managerial Personnel | - None |
| c. Relatives of persons mentioned in (i) and (ii) | - None |

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Your Directors recommend the Resolution in Item No. 5, as Ordinary Resolution for your approval.

BY ORDER OF THE BOARD




Sai Krishnan R
Company Secretary
ACS-28212

RZL-12 Upper Ground Floor Mahavir Enclave New Delhi-45

Place: Gurgaon
Date: 31st August 2016

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Form No. MGT-11

Proxy form

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

CIN:	U40101DL2012PLC236227
Name of the company:	ReNew Wind Energy (Jath) 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 Annual General Meeting of the Company, to be held on _____ the _____ 2016 at ___ pm. at 138, Ansal Chamber – II, Bikaji Cama Place, New Delhi-110066, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Adoption of Financial Statement
2.	To re-appoint Mr. Pushkar Prasad as Director

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3.	Ratification of the appointment of Auditor for the Financial Year 2016-17
4.	To ratify the remuneration of Cost Auditors for the Financial Year 2016-17
5.	Appointment of Ms. Vaishali Nigam Sinha as Director of the Company liable to retire by rotation

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.



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**ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Name of the Attending Member/Proxy (in Block Letters): _____

Folio No.: _____

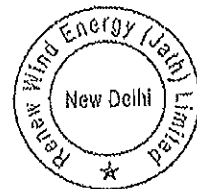
No. of shares: _____

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on _____ the _____ 2016 at _____, at 138, Ansal Chambers-II, Bikaji Cama Place, New Delhi-110066.

.....
Signature of the Attending Member/Proxy/ Authorised Representative

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.



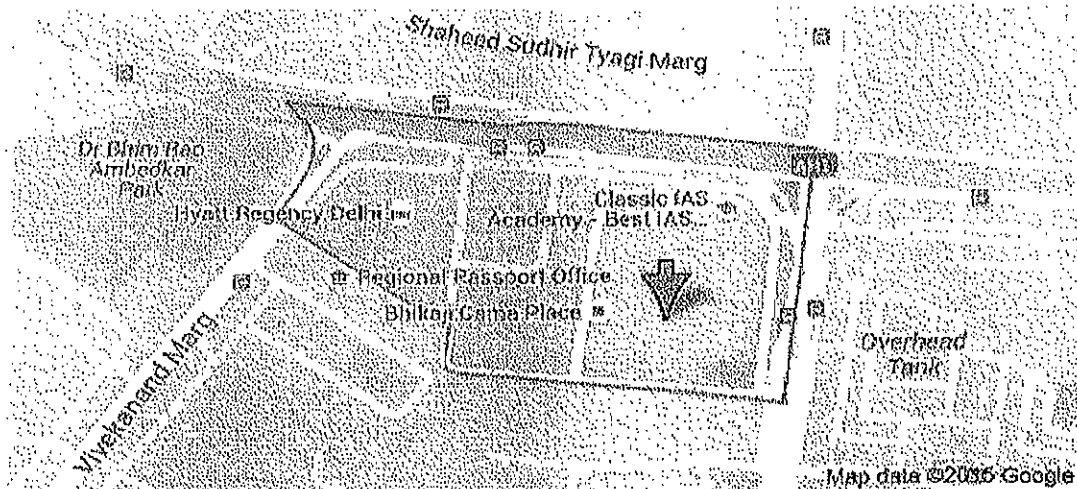
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Route Map



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