



NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING

To,

Members
Board of Directors
Debenture Trustee
Debenture Holders &
Statutory Auditors

Notice is hereby given that an Extra Ordinary General Meeting of the members of ReNew Wind Energy (Jath) Limited will be held on Tuesday the 03rd May 2016 at 5.00 p.m. at Board Room 10th floor, DLF Square, M block, Jacaranda Marg, DLF City, Phase II, Gurgaon-122002, Haryana to transact the following business:

SPECIAL BUSINESS

1. **CONFIRMATION OF APPOINTMENT OF MR. TANTRA NARAYAN THAKUR 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** subject to Section 149,152, 161, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act,2013, Mr. Tantra Narayan Thakur, (**DIN – 00024322**) Director of the Company in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 signifying its intention to propose Mr. Tantra Narayan Thakur as a candidate for the office of the Director be and is hereby appointed as Independent Director of the Company for a period of 5 years w.e.f 18th March 2016 as per below mentioned terms and conditions:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Duration of appointment	5 (Five) years
3.	Remuneration	A. Sitting Fee Rs. 5,000/- for each meeting of the Board and Rs. 1,000/- for each meeting of Committee of the Company. B. Commission in case of profits

ReNew Wind Energy (Jath) Limited

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

Corporate Office: 10th Floor, DLF Square, M Block, Jacaranda Marg, DLF City, Phase II, Gurgaon-122002, Haryana
Regd. Office: 138, Ansal Chambers II, Bikaji Cama Place, Delhi-110066 Ph. No. 0124- 4896670, Fax. 0124- 4896672
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		As may be decided by the Board from time to time, Subject to the overall limit of 1% of net profit for all Non-executive directors including independent directors C. Reimbursement of expenses For participation in the meeting of the Board or Committee
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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 the required e-form with registrar of Companies (ROC).

ITEM NO. 2: CONFIRMATION OF APPOINTMENT OF MR. BALRAM MEHTA AS A MANAGING 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 provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or reenactment(s) thereof, for the time being in force) read with Schedule V of the Companies Act 2013, approval of the members be and is hereby accorded for the appointment of Mr. Balram Mehta (**DIN 06902711**) as Managing Director of the Company not liable to retire by rotation for a period of 5 years w.e.f 18th March 2016 on NIL remuneration.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to sign and file necessary forms with Registrar of Companies and to do all such acts and deeds that are required to give effect to the abovementioned resolution.

For ReNew Wind Energy (Jath) Limited

**Pushkar Prasad
Director
DIN-06902708**

**Flat No.93 (Ninth Floor) Tower No. H,
DLF Park Place, DLF City, Phase-V,
Sector 54, Gurgaon, 122002, Haryana, India**

Date: 4th April 2016

Place: Gurgaon

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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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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1

To bring more experience on the Board, your Board has appointed Mr. Tantra Narayan Thakur as an Additional Director (Category- Independent Director) at the Board meeting held on 18th March 2016.

Mr. T.N. Thakur successfully introduced the concept of electricity trading in India and developed a Power market, the first of its kind in the South Asian Region. Previously, he was Chairman & Managing Director of PTC India Ltd., the first energy trading entity in India and the South Asian Region. He was also CMD of PTC India Financial Services Ltd., an investment vehicle to provide total financial services to the entities in energy value chain, which includes investing in equity and/or extending debt. Before that he worked as Chairman of the Board of PTC Energy Ltd., set up to develop an asset base in the business of generation, supply, distribution, transmission, import and export of coal, conversion of fuels to electricity, fuel linkages and to provide advisory services. He brings about 42 years of extensive experience in Treasury Management, Financial Management (including Resource Mobilization, Investment decisions and Appraisal of Projects for Project lending), Accounts, Cash Management, Budgeting and Budgetary Control, Human Resource Management etc.

Your Board is of the opinion that he is independent of the management and that he 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 him as an Independent Director of the Company for a term of 5 (five) years. Following shall be the terms & conditions of his appointment as independent director:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Duration of appointment	5 (Five) years
3.	Remuneration	A. Sitting Fee Rs. 5,000/- for each meeting of the Board and Rs. 1,000/- for each meeting of Committee of the Company. B. Commission in case of profits As may be decided by the Board from time to time, Subject to the overall limit of 1% of net profit for all Non-executive directors

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		including independent directors
		C. Reimbursement of expenses For participation in the meeting of the Board or Committee

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000 proposing the candidature of Mr. Tantra Narayan Thakur for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received consent and declaration in writing from Mr. Tantra Narayan Thakur that he is not disqualified from being appointed as director in term of the provision of Section 164 of the Companies Act 2013. The consent and approval of the shareholders is sought for his appointment in accordance with the provision of 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 of the company during normal business hours on any working day without payment of any fee, by the member.

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 Mr. Tantra Narayan Thakur to the extent of his directorship in the Company.

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

ITEM NO. 2:

ReNew Wind Energy (Jath) Limited has become a Public Limited Company as well as a listed Company as its Non- Convertible Debentures are listed under the whole sale debt segment of National Stock Exchange .

In order to comply with the provisions of Companies Act 2013 which are applicable for public limited and listed companies, the Company is required to appoint Managing Director in ReNew Wind Energy (Jath) Limited.

The Company at its meeting held on 18th March 2016 appointed Mr. Balram Mehta as Managing Director of the Company.

Mr. Balram Mehta is an Electrical Engineer (Gold Medalist) from Regional Engineering College, Hamirpur (HP) and has earned an MBA in Operations Management. Before joining the Company He has worked with CLP Power India Limited as Vice President, Operations (Renewable) and was responsible for the construction and O&M of their wind portfolio. Prior

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to that, he spent close to ten years with DCM Engineering products (Foundry Unit of DCM Group) in Electrical Maintenance and Projects Department.

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 Mr. Balram Mehta to the extent of his directorship in the Company.

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

For ReNew Wind Energy (Jath) Limited

A handwritten signature in black ink, appearing to read "Pushkar", written in a cursive style.

**Pushkar Prasad
Director
DIN-06902708**

**Flat No.93 (Ninth Floor) Tower No. H,
DLF Park Place, DLF City, Phase-V,
Sector 54, Gurgaon, 122002, Haryana, India**

**Date: 4th April 2016
Place: Gurgaon**

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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 theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the _____ 2016 at _____ at Board Room 10th floor, DLF Square, M block, Jacaranda Marg, DLF City, Phase II, Gurgaon-122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Confirmation of appointment of Mr. Tantra Narayan Thakur as Independent Director of the Company
2.	Confirmation of appointment of Mr. Balram Mehta as a Managing Director of the Company

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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, not less than 48 hours before the commencement of the Meeting.

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**EXTRA ORDINARY 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 EXTRA ORDINARY GENERAL MEETING of the Company being held at _____ 2016 at _____ at Board Room 10th floor, DLF Square, M block, Jacaranda Marg, DLF City, Phase II, Gurgaon-122002, Haryana.

.....
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 not later than 48 hours before the commencement of the Meeting.

ReNew Wind Energy (Jath) Limited

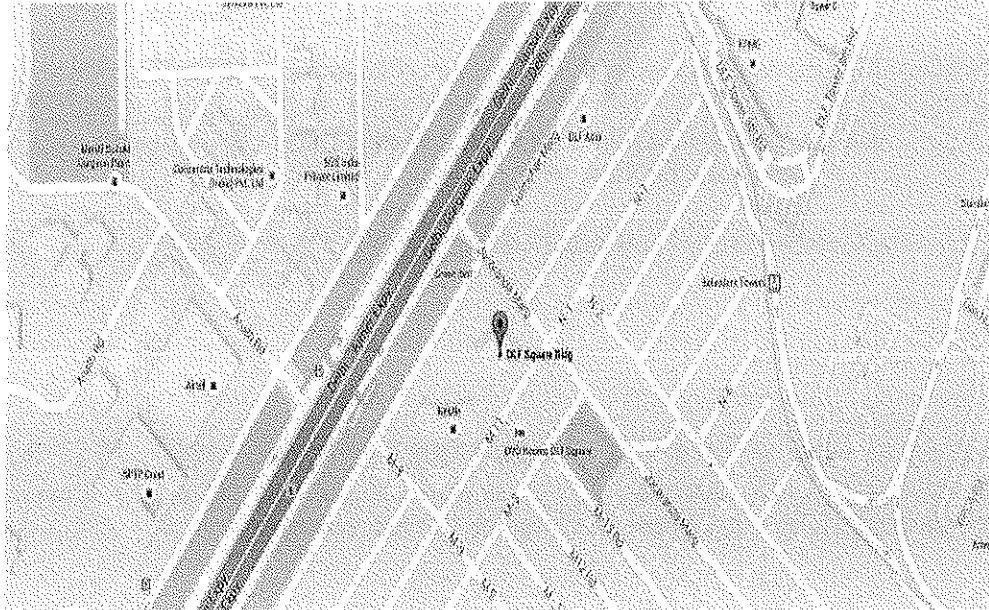
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