

Ref. No.Sectt./Compliance-TFB/CS

Dated: 27th August, 2015

National Stock Exchange of India Ltd. (NSE)

Exchange Plaza, Bandra Kurla Complex,

Bandra West, Mumbai,

Maharashtra-400 051

Sub: Extraordinary General Meeting of Shareholders of IREDA for raising resources

Dear Sir,

This is with reference to listing agreement, it is informed that Extraordinary General Meeting of Shareholders of IREDA will be held on Monday, 31st August 2015 at 04.00 P.M. at IREDA's Registered Office at Core-4'A', First Floor, East Court, IHC, Lodi Road, New Delhi-110003 at shorter notice for the purpose of seeking shareholder approval by way of Special Resolution for raising of resources through issue of tax-free, secured, redeemable, non-convertible bonds upto ₹600.00 Crore by way of private placement during the FY 2015-16.

In this regard please find attached a copy of the Notice.

You are requested please note the above.

Thanking You,

Yours faithfully,



Surender Suyal
Company Secretary

Encl. as above.



इरेडा
IREDA

IS/ISO 9001 : 2008 Certified

भारतीय अक्षय ऊर्जा विकास संस्था सीमित

(भारत सरकार का प्रतिष्ठान)

Indian Renewable Energy Development Agency Limited

(A Government of India Enterprise)

कॉर्पोरेट कार्यालय : तीसरा तल, अगस्त क्रांति भवन, भीकाजी कामा प्लेस, नई दिल्ली-110 066

Corporate Office : 3rd Floor, August Kranti Bhawan, Bhikaiji Cama Place, New Delhi - 110 066

दूरभाष/Tel.: 011-26717400-12, फैक्स/Fax : 91-11-26717416, ई-मेल/E-mail : cmd@ireda.gov.in, वेबसाइट/Website : www.ireda.gov.in

CIN : U40108DL1987GOI027265

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders of Indian Renewable Energy Development Agency Limited (IREDA) will be held **on Monday, 31st August 2015 at 04.00 P.M. at IREDA's Registered Office at Core-4'A', First Floor, East Court, IHC, Lodi Road, New Delhi-110003** to transact the following special business:

1. To approve raising of resources through issue of tax-free, secured, redeemable, non-convertible bonds upto ₹600.00 Crore by way of private placement during the FY 2015-16, in this regard 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 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 as amended from time to time and subject to the Articles of Association of the Company and such other approvals as may be required from regulatory authorities from time to time, approval of the members be and is hereby accorded to authorize the Board of Directors/Committee of Directors of the Company to offer or invite subscriptions for tax-free, secured, redeemable, non-convertible bonds, in one or more series/tranches, up to ₹600,00,00,000 Crore (Rupees Six Hundred Crore), on private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said bonds be issued, interest rate, listing, allotment, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.”

“RESOLVED FURTHER THAT the Board of Director /Committee of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper or expedient to give effect to the above resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

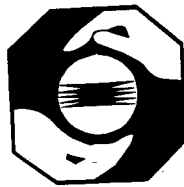
Date: August 26, 2015
Place: New Delhi


(Surender Suyal)
Company Secretary

पंजीकृत कार्यालय : भारत पर्यावास केन्द्र, कोर-4-ए, ईस्ट कोर्ट, प्रथम तल, लोधी रोड, नई दिल्ली-110 003

दूरभाष : 011-24682206-19/फैक्स : 91-11-24682202

शाश्वत ऊर्जा • ENERGY FOR EVER



Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business above is annexed hereto.
3. The meeting has been convened by giving a shorter notice than required under the Companies Act, 2013. The consent of all shareholders have been obtained.
4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, during business hours up to the date of the Meeting.
5. Attendance Slip and Route Map to the venue of EGM are annexed hereto.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 1:

- 1.1 The Ministry of Finance vide its notification No.59/2015 dated 6th July 2015 allocated inter alia tax free bonds of Rs.2000 Crores to be raised by IREDA during the FY 2015-16. As per the terms of the notification 30% of the allocated amount may be raised through private placement.
- 1.2 In connection with the above stated matter, the Board of Directors of IREDA at in its 263rd meeting held on 28th July, 2015 had approved the proposal for the issue of tax free bonds aggregating to ₹2,000 Crore during the FY 2015-16. The Board had also approved that ₹600 Crore out of total aggregate amount may be raised through private placement basis. The aforesaid proposal was approved by the Board of Directors to augment long term resource for financing Renewable Energy and Energy Efficiency projects and utilization of said funds in the ordinary course of business of the Company.
- 1.3 As per Section 42 of Companies Act, 2013 read with rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures/bonds", it shall be sufficient, if the Company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures/bonds during the year.



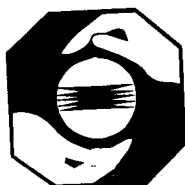
- 1.4 The approval of the shareholders is sought by passing a special resolution as set out in the item no. 1 of notice. IREDA may offer or invite subscription for tax-free, secured, redeemable, non-convertible bonds, in one or more series/tranches, up to ₹600,00,00,000 Crore (Rupees Six Hundred Crore), on private placement basis. This resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible bonds, as may be required, from time to time during the F.Y 2015-16
- 1.5 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 set out at item no.1 of the Notice.

The Board recommends the Special Resolution set out at item no. 1 of the Notice for approval by the Shareholders.

BY ORDER OF THE BOARD OF DIRECTORS

Date: August 26, 2015
Place: New Delhi


(Surender Suyal)
Company Secretary



INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LTD.

(A Government of India Enterprise)

CIN: U40108DL1987GOI027265

Regd. Office : Core-4'A', First Floor, East Court, India Habitat

Centre, Lodi Road, New Delhi – 110 003

Telephone: 011-24682214/Fax:91-11-24682202. Website: www.ireda.gov.in Email: cmd@ireda.gov.in

ATTENDANCE SLIP

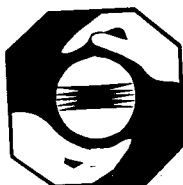
Extra-Ordinary General Meeting to be held on Monday, 31st August 2015 at 04.00 P.M. at IREDA's Registered Office at Core-4'A', First Floor, East Court, IHC, Lodi Road, New Delhi-110003

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.-Client ID NO.	
NO. OF SHARES HELD	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I, hereby record my presence at Extra-ordinary General Meeting of the Company held on Monday, 31st August 2015 at 04.00 P.M. at IREDA's Registered Office at Core-4'A', First Floor, East Court, IHC, Lodi Road, New Delhi-110003

Signature of Member/Proxy

*Applicable in case of shares held in Physical Form.



PROXY FORM

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

INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LTD.

(A Government of India Enterprise)

CIN: U40108DL1987GOI027265

Regd. Office : Core-4'A', First Floor, East Court, IHC, Lodi Road, New Delhi – 110 003

Telephone: 011-24682214/Fax:91-11-24682202. Website: www.ireda.gov.in Email: cmd@ireda.gov.in

Name of the member (s) :

Registered address :

E-mail Id:

Folio No.

DP Id-Client Id:

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

1. Name : E-mail id:
Address : Signature: or failing him
2. Name : E-mail id :
Address : Signature: or failing him
3. Name : E-mail id :
Address : Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, 31st August 2015 at 04.00 P.M. at IREDA's Registered Office at Core-4'A', First Floor, East Court, IHC, Lodi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No 1.: Raising of resources through issue of tax-free, secured, redeemable, non-convertible bonds upto ₹600.00 Crore by way of private placement during the FY 2015-16:

For	Against
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Signed this _____ day of _____, 2015.

Affix Revenue
Stamp

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.

ROUTE MAP TO THE VENUE OF EGM

