

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Company will be held on Monday, 29th August 2022 at 3:30 p.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) at SHORTER NOTICE to transact the following business:

SPECIAL BUSINESSES:**Item No.1 - Amendment of the Articles of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment to or re-enactment thereof for the time being in force) and rules and regulations issued thereunder, the consent of the Members of the Company be and is hereby accorded for adopting a revised Articles of Association, incorporating the provisions of Shareholders’ Agreement executed on 14th April 2022 amongst *inter alia*, the Company, The Tata Power Company Limited, a company incorporated under the laws of India, having its corporate identification number as L28920MH1919PLC000567 and its registered office at Bombay House, 24, Homi Mody Street, Mumbai – 400001, India and GreenForest New Energies Bidco Limited, a Company incorporated under the laws of England and Wales, with registered number 13977177 and having its registered office at 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX, in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER that any of the Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds or things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to this resolution in order to comply with the formalities to give effect to the above set resolution including filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.”

NOTES:

1. In view of the ongoing COVID-19 pandemic and pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the Extra-Ordinary General Meeting (EGM) through VC or OAVM, without the physical presence of the Members. The proceedings of the EGM will be deemed to be conducted at the Office of The Tata Power Company Limited at Bombay House, 24, Homi Mody Street, Mumbai 400 001 which shall be deemed venue of the EGM.
2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 1 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in regard to the business as set out in Item No. 1 above is annexed hereto.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR**

APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

5. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the EGM through VC/OAVM and to vote thereat are requested to send a certified copy of the Board Resolution/authorisation by e-mail at jemahernosh@tatapower.com.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance by e-mail at jemahernosh@tatapower.com.
7. In case of joint holders attending the EGM only such joint holder who is higher in the order of names will be entitled to vote.
8. In terms of the MCA Circulars, the Company is sending the Notice of the EGM only through electronic mode to those Members whose e-mail addresses are registered with the Company.
9. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice.
- 10. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:**
 - The Members will be provided with a facility to attend the EGM through VC/OAVM through the Microsoft Teams platform and they may access the same from the link sent at their e-mail. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM and pose questions.
 - Members may join the EGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to allow camera and to use Internet with a good speed to avoid any disturbance during the EGM. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, for all those Members who are present during the EGM through VC/OAVM.
 - Only those Members who will be present at the EGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the EGM.
 - Members who need assistance before or during the EGM may contact to Mr. Jeraz Mahernosh, Head-Secretarial by e-mailing at jemahernosh@tatapower.com.
11. The EGM shall be conducted through Microsoft Teams platform and as the number of members is less than 50, the Chairman may decide to conduct the voting by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote at jemahernosh@tatapower.com.
12. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to jemahernosh@tatapower.com upto the conclusion of EGM.
13. All the documents referred to in this Notice along with statutory records and registers/returns including 'Register of Directors and Key Managerial Personnel and their shareholding' as maintained under Section 170 of the Act, shall be available for inspection electronically during



TATA POWER RENEWABLE ENERGY LIMITED

business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM and during the EGM. Members seeking inspection of such documents may send their request in writing in advance to the Company at [jemahernosh@tatapower.com](mailto:jmahernosh@tatapower.com).

For and on behalf of the Board of Directors of
Tata Power Renewable Energy Limited

Jeraz E. Mahernosh
Company Secretary
CS Membership No.: FCS 7008

Date: 29th August 2022

Place: Mumbai

Registered Office: C/o The Tata Power Company Ltd.,
Corporate A Block, 34, Sant Tukaram Road,
Carnac Bunder, Mumbai - 400009

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS TO BE TRANSACTED AT AN EXTRA-ORDINARY GENERAL MEETING
[Pursuant to section 102 (1) of the Companies Act, 2013]

Item No.1 - Amendment of the Articles of Association of the Company

In accordance with the Shareholders' Agreement (SHA) and Share Subscription Agreement (SSA) executed by the Company on 14th April 2022, 8,36,05,049 Equity Shares on preferential basis were allotted to GreenForest New Energies Bidco Limited, a Company incorporated under the laws of England and Wales, with registered number 13977177 and having its registered office at 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX (GFNEBL) on 11th August 2022.

As per the terms of the said SHA, the Company and its material subsidiaries were to adopt the amended Articles of Association (AoA) which would incorporate the clauses of the SHA and SSA.

In order to approve the amended Articles of Association of the Company after incorporating the necessary clauses of the SHA and SSA, approval of the Members by way of special resolution is required *inter alia* in terms of Sections 5, 14 and other applicable provisions of the Companies Act, 2013.

Therefore, in terms of said sections and rules, the consent of the Members is being sought for the amendment to the AoA.

The draft of the amended AoA is annexed herewith.

Relevant documents are open for inspection by the Members at the Registered Office of the Company at C/o The Tata Power Company Ltd., Corporate Centre A Block, 34, Sant Tukaram Road, Carnac Bunder, Mumbai - 400009, on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection electronically and will also be made available at the Meeting.

The Board recommends passing of the resolution set out in Item No. 1 in the Notice convening the meeting. The said resolution is placed before the Members of the Company for their approval by way of a special resolution.

None of the directors, key management personnel and/or their relatives, are concerned / interested in the said resolution, directly or indirectly.

For and on behalf of the Board of Directors of
Tata Power Renewable Energy Limited

Jeraz E. Mahernosh
Company Secretary
CS Membership No.: FCS 7008

Date: 29th August 2022
Place: Mumbai
Registered Office: C/o The Tata Power Company Ltd.,
Corporate A Block, 34, Sant Tukaram Road,
Carnac Bunder, Mumbai - 400009