

NOTICE

The 20th EXTRAORDINARY GENERAL MEETING of TATA POWER RENEWABLE ENERGY LIMITED will be held on Friday, 1st April 2022 at 12 noon. through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) to transact the following business:

1. Appointment of Mr. Sanjeev Churiwala as a Director

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

“RESOLVED that pursuant to the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sanjeev Churiwala (DIN 00489556), who was appointed as an Additional Director of the Company with effect from 7th January 2022 and who holds office up to the date of the next General Meeting of the Company in terms of the Companies Act, 2013 and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing, under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

NOTES:

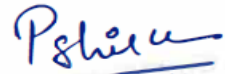
The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”) and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**Secretarial Standards-2**”) for the resolution as set out in the Notice convening the Meeting of the Company, is annexed hereto and forms part of the Notice of the Meeting.

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (“MCA”), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to “*Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19*”, General Circular No. 20/ 2020 dated 5th May 2020, in relation to “*Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)*” and General Circular No.39/ 2020 dated 31st December 2020, in relation to “*Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with rules made thereunder on account of COVID-19- Extension of time.*” (collectively referred to as “MCA Circulars) have permitted the holding of the General Meeting of Equity Shareholders (“Meeting”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with the MCA Circulars, the Extraordinary General Meeting (‘EGM’) of the Equity Shareholders of the Company is scheduled to be held on Friday 1st April 2022 at 12 noon through VC/OAVM.
2. **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 EGM 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 EGM ARE NOT ANNEXED TO THIS NOTICE.**

3. Corporate Members intending to appoint their authorized representatives to attend the EGM through VC or OAVM are requested to send a certified copy of the Board Resolution to the Company.
4. In line with the MCA Circular dated 5th May 2020, Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
5. In the case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
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 EGM. The queries can also be given in advance by e-mail at tprel@tatapower.com.
7. The said EGM is called at a shorter Notice and the Company has received consent from the Members to hold the meeting at a shorter Notice.
8. **INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM 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 on their e-mail. On clicking the link as provided by the Company, 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 a better experience. Further, Members will be required to allow a camera and to use the Internet at 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 networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - The matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
 - The Chairman shall, at the EGM, at the end of discussion on the resolution 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 Ms. Poonam Shirke, Company Secretary by e-mailing at tprel@tatapower.com.
 - The Notice will also be available on the Company's website at www.tatapowerrenewables.com
9. The EGM shall be conducted through the 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 tprel@tatapower.com
10. Members desiring inspection of statutory registers during the EGM may send their request in writing to the Company at tprel@tatapower.com

11. The documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of EGM and during the EGM. Members seeking to inspect such documents can send an email to tprel@tatapower.com

By Order of the Board of Directors,
For Tata Power Renewable Energy Limited



Poonam Shirke
Company Secretary
ACS:50297

Registered Office:

c/o The Tata Power Co. Ltd., Corporate Center B,
34, Sant Tukaram Road, Carnac Bunder,
Mumbai 400 009.

CIN: U40108MH2007PLC168314

Tel: 022 67171637

e-mail: tprel@tatapower.com

Website: www.tatapowerrenewables.com

Date: 9th March 2022

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice dated 9th March 2022:

Item No.1: Based on the nomination received from The Tata Power Company Limited (Tata Power) and the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors appointed Mr. Sanjeev Churiwala as an Additional Director of the Company with effect from 7th January 2022 pursuant to Section 161(1) of the Act and Article 88 of the Articles of Association of the Company.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to seek approval of shareholders for the appointment of a person on the Board of Directors to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Churiwala holds office only up to the date of the next General Meeting or three months whichever is earlier but is eligible for appointment as a Director.

Mr. Sanjeev Churiwala is a member of the Institutes of Chartered Accountants, Cost Accountants, and Company Secretaries of India and holds an Executive MBA from London Business School. He has a successful track record and diverse experience of leading the finance function and working with Boards, CEOs, and multiple regional and global stakeholders in diverse industries. He brings over 25 years of experience in operational and finance leadership roles with hands-on experience in managing the entire gamut of finance and reporting & controlling of listed companies along with exposure to fundraising, forex management, M&A, contract negotiations and turnarounds.

In his earlier role as Regional Finance Director-APAC & Global Travel Retail, Diageo, Mr. Churiwala oversaw a business with an annual turnover of over \$ 2.2 billion. He led M&A and Investor Relations for Ambuja Cement in the role of its CFO. He completed two acquisitions, worked on restructuring various subsidiaries and new opportunities which also included playing a key role in acquiring a 44-million-ton coal reserve in Chattisgarh. He has worked as CFO-Holcim where he arranged long-term project finance and working capital loans for expansion programs and renegotiated credit lines resulting in significant savings.

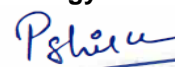
Mr. Churiwala will not be eligible for any sitting fee for attending meetings of the Board/Committee of the Company. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company.

Accordingly, the Board commends the Ordinary Resolution as set at Item No. 1 of the accompanying Notice in relation to the appointment of Mr. Churiwala.

Other than Mr. Churiwala, none of the Directors or KMP of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of the accompanying Notice.

Mr. Churiwala is not related to any other Director or KMP of the Company.

By Order of the Board of Directors,
For Tata Power Renewable Energy Limited



Poonam Shirke
Company Secretary
ACS:50297

Registered Office:

c/o The Tata Power Co. Ltd., Corporate Center B,
34, Sant Tukaram Road, Carnac Bunder, Mumbai 400 009.
CIN: U40108MH2007PLC168314
Tel: 022 67171637 e-mail: tprel@tatapower.com
Website: www.tatapowerrenewables.com
Date: 9th March 2022

Details of the director seeking appointment at the Extra ordinary General Meeting (in pursuance of Secretarial Standard-2 on General Meetings)

Name of the Director	Mr. Sanjeev Churiwala
Date of Birth	9 th March 1970
Date of first Appointment	7 th January 2022
Qualifications	Chartered Accountants, Cost Accountants, and Company Secretary, Master's in business administration
Relationship with other Directors and KMP of the Company	Nil
Terms and conditions of appointment	Appointed as Non-Executive Director
Expertise in specific functional areas	<p>Mr. Sanjeev Churiwala is a member of the Institutes of Chartered Accountants, Cost Accountants, and Company Secretaries of India and holds an Executive MBA from London Business School. He has a successful track record and diverse experience of leading the finance function and working with Boards, CEOs, and multiple regional and global stakeholders in diverse industries. He brings over 25 years of experience in operational and finance leadership roles with hands-on experience in managing the entire gamut of finance and reporting & controlling of listed companies along with exposure to fundraising, forex management, M&A, contract negotiations and turnarounds.</p> <p>In his earlier role as Regional Finance Director-APAC & Global Travel Retail, Diageo, Mr. Churiwala oversaw a business with an annual turnover of over \$ 2.2 billion. He led M&A and Investor Relations for Ambuja Cement in the role of its CFO. He completed two acquisitions, worked on restructuring various subsidiaries and new opportunities which also included playing a key role in acquiring a 44-million-ton coal reserve in Chattisgarh. He has worked as CFO-Holcim where he arranged long-term project finance and working capital loans for expansion programs and renegotiated credit lines resulting in significant savings.</p>
Directorships held in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • SAB Management Services Private Limited • Prayagraj Power Generation Company Limited • Tata Power International Pte. Ltd
Committee positions held in other companies*	<p>Audit Committee <i>Member</i></p> <ul style="list-style-type: none"> • Prayagraj Power Generation Company Limited
Remuneration	N.A
No. of meetings of the Board attended during the year	2
Number of shares held	Nil