

The FIFTEENTH ANNUAL GENERAL MEETING of TATA POWER RENEWABLE ENERGY LIMITED will be held on Wednesday the 28th day of September 2022 at 3:15 p.m. through Video Conferencing/ Other Audio Visual Means (VC/OAVM) at Bombay House, 24, Homi Mody Street, Mumbai 400 001 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, together with the Report of the Auditors thereon.
3. To appoint a Director in place of Dr. Praveer Sinha (DIN: 01785164), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Re-appointment of Statutory Auditors**

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 Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, S R B C & Co., LLP (SRBC), Chartered Accountants (ICAI Firm Registration No324982E/E300003) be and is hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 20th AGM of the Company to be held in the year 2027 to examine and audit the accounts of the Company at Mumbai and the Divisions for on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

Special Business:

5. **Ratification of Cost Auditor's Remuneration**

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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 3,00,000/- plus applicable taxes, travel and actual out-of-pocket expenses payable to M/s. Sanjay Gupta and Associates, Cost Accountants (Firm Registration No.000212) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2022-23.”

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 Annual General Meeting (AGM) through VC or OAVM, without the physical presence of the Members. The proceedings of the AGM 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 AGM.

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 Nos.4 to 5 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 Act, in regard to the business as set out in Item Nos.4 to 5 above and the relevant details of the Director seeking re-appointment as set out in Item No.3 above as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed hereto as Annexure-A.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 AGM 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 to attend the AGM through VC or OAVM are requested to send a certified copy of the Board Resolution to the Company.
6. The attendance of the Members attending the AGM 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 AGM. The queries can also be given in advance by e-mail at tprel@tatapower.com.
7. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. In line with the MCA Circular dated 5th May 2020, Notice of the AGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
9. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
10. **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM:**
 - The Members will be provided with a facility to attend the AGM 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 AGM and pose questions.
 - Members may join the AGM 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 AGM. 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 AGM, 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 AGM through VC/OAVM.
 - Only those Members who will be present at the AGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the AGM.

- Members who need assistance before or during the AGM 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
11. The AGM 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 AGM, Members are requested to convey their vote at tprel@tatapower.com
12. The statutory records and registers/returns, shall be available for inspection electronically during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this AGM and during the AGM. Members seeking inspection of such documents may send their request in writing in advance to the Company at tprel@tatapower.com

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

Poonam Shirke
Company Secretary
ACS:50297

Mumbai, 25th April 2022

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

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 Nos. 4 and 5 of the accompanying Notice dated 25th April 2022.

Item No. 4: This Explanatory Statement is provided though strictly not required as per Section 102 of the Act

S R B C & CO. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No.:324982E/E300003) (SRBC) were appointed as the Statutory Auditors of the Company by the Members at the 10th Annual General Meeting (AGM) held on 4th September 2017 to hold office from the conclusion of the 10th AGM till the conclusion of the 15th AGM of the Company to be held in the calendar year 2022.

Accordingly, the present term of SRBC expires on conclusion of the ensuing 15th AGM. SRBC are eligible for re-appointment for a second term of five years in terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014. The Company has received eligibility letter from SRBC confirming that their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Act.

Considering their performance for the last 5 years, the Audit Committee of Directors has recommended the re-appointment of SRBC to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members.

The recommendation is based on various factors like People, Audit Methodology, Quality Control, Reputation of the Firm and Knowledge. SRBC is a firm of Chartered Accountants registered with The Institute of Chartered Accountants of India. SRBC was established in the year 2002 and is a limited liability partnership firm incorporated in India. It has its registered office in Kolkata and 11 branch offices in various cities in India. SRBC has valid Peer Review certificate and is part of S. R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients. SRBC have been involved in the statutory audits and also internal audits of various companies in the power sector in the entire value chain and, hence, have the necessary experience to conduct the statutory audit of the Company.

The Board of Directors has approved remuneration of ₹ 28.50 lakh plus applicable taxes and out of pocket expenses for Financial Year 2022-23, subject to their re-appointment by the Members. The remuneration to be paid to the Statutory Auditors for the remaining period during their second term would be decided in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

The Board commends the Resolution at Item No.4 of the accompanying Notice for approval of the Members of the Company.

Item No. 5: Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants (SGA) (Firm Registration No.000212) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for Financial Year 2022-23, at a remuneration of 3,00,000/- plus applicable taxes, travel and actual out-of-pocket expenses.

SGA has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 2013 and the rules thereunder.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

The Board commends the Resolution at Item No.5 of the accompanying Notice for approval of the Members of the Company.

By Order of the Board of Directors,

Poonam Shirke
Company Secretary
ACS-50297

Mumbai, 25th April 2022

Registered Office:

C/o The Tata Power Company Limited

Corporate Center, 'A' Block,

34, Sant Tukaram Road

Carnac Bunder,

Mumbai 400 009

CIN: U40108MH2007PLC168314

Tel: 022 67171000

E-mail: tprel@tatapower.com

Website: www.tatapowerrenewables.com

**Details of the Director seeking re-appointment at the forthcoming Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

Name of Director	Dr. Praveer Sinha (Retirement by Rotation)
DIN	01785164
Date of Birth (Age)	8 th April 1962 (60 years)
Date of Appointment	4 th May 2018
Expertise in specific functional areas	<p>Dr. Praveer Sinha is the CEO & Managing Director of The Tata Power Company Limited, India's largest integrated power company. He has nearly 36 years of experience in Power Generation and Distribution sector in India. Prior to his present role, he had served as the CEO & MD of Tata Power Delhi Distribution Limited, a Public Private Partnership with Delhi Government.</p> <p>He is a visiting Research Associate at Massachusetts Institute of Technology (MIT), Boston, USA and is also a distinguished Visiting Scholar at the Faculty of Engineering and Architectural Science, Ryerson University, Canada. He is a regular speaker in various forums in India and abroad including World Bank, Niti Aayog, Massachusetts Institute of Technology (MIT) and Rockefeller Foundation.</p> <p>He is also the Co-Chairman of the CII National Committee on Power as also on various Industry bodies.</p>
Qualifications	<ul style="list-style-type: none"> • Electrical Engineer • Master's in Business Law from National Law University, Bangalore • PhD. from Indian Institute of Technology, Delhi.
Directorships held in other Public companies (excluding foreign companies)	<ul style="list-style-type: none"> • The Tata Power Company Limited • TP Northern Odisha Distribution Limited • TP Western Odisha Distribution Limited • TP Southern Odisha Distribution Limited • TP Central Odisha Distribution Limited • Tata Power Delhi Distribution Limited • Tata Power Solar Systems Limited
Committee position held in other companies	<p><u>Nomination and Remuneration Committee</u> <i>Member</i></p> <ul style="list-style-type: none"> • Tata Power Delhi Distribution Limited <p><u>Corporate Social Responsibility Committee</u> <i>Member</i></p> <ul style="list-style-type: none"> • The Tata Power Company Limited <p><u>Executive Committee of the Board</u> <i>Member</i></p> <ul style="list-style-type: none"> • The Tata Power Company Limited <p><u>Committee of Directors of the Board</u> <i>Member</i></p> <ul style="list-style-type: none"> • The Tata Power Company Limited <p><u>Committee of Directors for Tata Power Group Re-structuring</u> <i>Member</i></p> <ul style="list-style-type: none"> • The Tata Power Company Limited

	<p><u>Committee for Sale of Properties</u> <i>Member</i></p> <ul style="list-style-type: none"> • The Tata Power Company Limited <p><u>Long Term Loans and Borrowings</u> <i>Member</i></p> <ul style="list-style-type: none"> • The Tata Delhi Distribution Company Limited
Remuneration	N.A.
No. of meetings of the Board attended during the year	5
No. of shares held: (a) Own (b) For other persons on a beneficial basis	<p>Nil</p> <p>Nil</p>