

NOTICE

The 19th EXTRAORDINARY GENERAL MEETING of TATA POWER RENEWABLE ENERGY LIMITED will be held on Tuesday, 18th January 2022 at 2:30 p.m. in Conference Room No 101 on the 1st Floor of Bombay House 24, Homy Mody Street, Fort, Mumbai 400 001 to transact the following business:

1. Authority to borrow in excess of the paid-up share capital and free reserves

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

“RESOLVED that in supersession of the Resolution passed at the Annual General Meeting of the Company held 18th June 2019 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for borrowing from time to time any sum or sums of money, together with the money already borrowed by the Company (apart from temporary Loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) upto ₹ 15,000 crore (Rupees Fifteen thousand crore) if the aggregate for the time being of the paid-up capital of the Company, its free reserves and securities premium is less than ₹ 15,000 crore.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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 Tuesday, 18th January 2022, at 2:00 p.m. (IST) 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.



TATA POWER RENEWABLE ENERGY LIMITED

5. 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.
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. **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 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 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
8. 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 tprel@tatapower.com
9. Members desiring inspection of statutory registers during the EGM may send their request in writing 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

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 67171000

e-mail: tprel@tatapower.com

Website: www.tatapowerrenewables.com

Date : 27th December 2021

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.1 of the accompanying Notice dated 14th October 2021:

Item Nos.1: At the Annual General Meeting ("AGM") of the Company held on 18th June 2019, the Members had accorded consent to the Board of Directors borrowing any sum or sums of money not exceeding at any time the sum of ₹ 12,000 crore.

In view of its strategic intent to be one of the largest renewable player in the Indian market, the Company has growth plans. In order to meet the financial requirements for the current and future projects as also for meeting other corporate requirements, borrowing limits previously sanctioned by the Members are proposed to be increased to ₹ 15,000 crore.

The Board recommends the Resolutions at Item Nos.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item Nos.1 of the accompanying Notice.

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.

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Date: 27th December 2021