

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held on Friday, 29th September 2023 at 11:00 a.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) at SHORTER NOTICE to transact the following items of business:

Special Business:**1. Alteration to the Articles of Association**

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

“RESOLVED that pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions if any, read with the rules thereunder (including any statutory modifications or e-enactment thereof, for the time being in force), consent be and is hereby accorded for alteration of the Articles of Association of the Company by inserting the following clause after Article 74.

74A. Debenture Director.

Any Trust Deed for securing debentures or debenture stock (whether for secured or unsecured debentures or debenture stock) may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture stock from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as the “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or subject to the provisions of the Act be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

FURTHER RESOLVED that any one of the Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary, be and is hereby severally authorised to sign and file all the requisite forms with the office of the Registrar of Companies along with such other documents as may be required and do to all such Acts deed and things that may be ancillary or incidental thereto for giving effect to this resolution.”

NOTES:

1. Pursuant to General Circulars No.14/2020 dated 8th April 2020, No.17/2020 dated 13th April 2020, No.20/2020 dated 5th May 2020, No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021, No. 2/2022 dated 5th May 2022 and No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Extraordinary General Meeting (EGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

2. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Friday, 29th September 2023 at 11:00 a.m. (IST). 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.

3. The relative Explanatory Statement pursuant to Section 102 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**") in regard to the business as set out in Item No.1 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.
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 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.**
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 EGM. The queries can also be given in advance by e-mail at jemahernosh@tatapower.com
7. 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.
8. 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.
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 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 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 Mr. Jeraz E. Mahernosh, Company Secretary by e-mailing at jemahernosh@tatapower.com.
 - The Notice will also be available on the Company's website at www.tatapowerrenewables.com

- 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 jemahernosh@tatapower.com.
- 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.
- 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 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

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

Jeraz E. Mahernosh
Company Secretary
FCS No.: 7008

Mumbai, 20th September 2023

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 6665 7508
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 No. 1 of the accompanying Notice dated 20th September 2023.

Item No.1:

In accordance with Regulation 23 (6) (reproduced below) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (Inserted by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023.

“23 (6) If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors:

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023:

Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee or the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, whichever is later.”

As the Company's Articles of Association do not contain any such clause as per the requirement mentioned above, it is proposed to alter the Articles of Association to insert the following clause after the existing clause 74:

74A. Debenture Director.

Any Trust Deed for securing debentures or debenture stock (whether for secured or unsecured debentures or debenture stock) may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture stock from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as the “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or subject to the provisions of the Act be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

The draft of the revised Articles of Association is available for inspection at the Registered Office of the Company.

The Board recommends the Resolutions at Item No.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.1 of the accompanying Notice.

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

Jeraz E. Mahernosh
Company Secretary
FCS No.:7008

Mumbai, 20th September 2023

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