

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held on Monday, 12th December 2022 at 3:40 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") at SHORTER NOTICE to transact the following items of business:

1. Appointment of Mr. Saurabh Agrawal as a Director

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

"RESOLVED that Mr. Saurabh Agrawal (DIN: 0214458), who was appointed as an Additional Director of the Company effective 18th October 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Article 79 of the Articles of Association of the Company, who holds office up to the date of the next General Meeting of the Company in terms of the Act, 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 from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

2. Appointment of Mr. Eduard Ruijs as a Director

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

"RESOLVED that Mr. Eduard Ruijs (DIN: 0009721381), who was appointed as an Additional Director of the Company effective 18th October 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Article 79 of the Articles of Association of the Company, who holds office up to the date of the next General Meeting of the Company in terms of the Act, 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 from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. Appointment of Ms. Anjali Bansal as an Independent Director

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

"RESOLVED that Ms. Anjali Bansal (DIN: 00207746) who was appointed as an Additional (Independent Woman) Director of the Company with effect from 18th October 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 ('Act') read with Article 79 of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") as amended from time to time and Article 74 of the Articles of Association of the Company, the appointment of Ms. Anjali Bansal (DIN: 00207746) who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent (Woman) Director of the Company, not liable to retire by rotation, for a term of three years commencing from 18th October 2022 upto 17th October 2025, be and is hereby approved."

4. **Appointment of Mr. Rajiv Mehrishi as an Independent Director**

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

"RESOLVED that Mr. Rajiv Mehrishi (DIN: 00208189) who was appointed as an Additional Independent Director of the Company with effect from 18th October 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 ('Act') read with Article 79 of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") as amended from time to time and Article 74 of the Articles of Association of the Company, the appointment of Mr. Rajiv Mehrishi (DIN: 00208189) who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from 18th October 2022 upto 17th October 2025, be and is hereby approved."

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 Extraordinary 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. 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.

3. **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.**
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. **INSTRUCTIONS FOR MEMBERS FOR 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 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.
10. 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.

11. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [jemahernosh@tatapower.com](mailto:jmahernosh@tatapower.com) upto the conclusion of EGM.
12. 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](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: 12th December 2022
Place: Mumbai
Registered Office: C/o The Tata Power Company Ltd.,
Corporate A Block, 34, Sant Tukaram Road,
Carnac Bunder, Mumbai - 400009

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 in the accompanying Notice dated 12th December 2022:

Item No.1: Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors appointed Mr. Saurabh Agrawal as an Additional Director of the Company with effect from 18th October 2022, pursuant to Section 161(1) of the Act and Article 79 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 Members 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. Agrawal 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. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has also received from Mr. Agrawal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Agrawal has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

A brief profile of Mr. Agrawal is as under:

Mr. Agrawal joined Tata Sons Private Limited (TSPL) in July 2017 as the Group Chief Financial Officer. An investment banker, he brings with him over two decades of rich experience in capital markets. Starting his career in 1995, Mr. Agrawal has a sterling record in both strategy and execution, covering a wide range of industries. He joined TSPL from the Aditya Birla Group, where he was head of strategy. Prior to that, he has been head of the corporate finance unit of Standard Chartered Bank in India and South Asia, and the head of the investment banking division in DSP Merrill Lynch.

Mr. Agrawal is a Graduate of the Indian Institute of Technology, Roorkee and has a post graduate management degree from the Indian Institute of Management, Calcutta

Mr. Agrawal has also been appointed as Chairman of the Board of Directors 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.

Further details and current directorships of Mr. Agrawal are provided in the Annexure to this Notice

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

Other than Mr. Agrawal and his relatives, 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.

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

Item No.2: Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors appointed Mr. Eduard Ruijs as an Additional Non-Executive Director of the Company with effect from 18th October 2022 pursuant to Section 161(1) of the Act and Article 79 of the Articles of Association of the Company. This is in accordance with the the Shareholder Agreement and Share Subscription Agreement executed between the Company, The Tata Power Company Limited and Greenforest New Energies Bidco Limited on 14th April 2022.

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. Ruijs 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. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has also received from Mr. Ruijs (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Ruijs has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

A brief profile of Mr. Ruijs is as under:

Mr. Eduard Ruijs is the Managing Director and Head of the London based BlackRock Global Infrastructure Fund team and a member of the Investment Committee and oversees investment activities in EMEA and APAC. He is also leading the firm's Evergreen Infrastructure Funds focused on opportunities related to energy transition and energy security.

Prior to joining BlackRock in 2011, he was the Investment Director and Partner at NIBC Bank Infrastructure Partners, where he was responsible for investing the NIBC European Infrastructure Fund. Prior to NIBC, he spent over 10 years as a strategy consultant with Boston Consulting Group and A.T. Kearney focused on the energy sector and renewables specifically.

Mr. Ruijs earned a M. Juris in Law and Economics of Oxford University where he was a Chevening Scholar. He also earned an M.Sc. (Drs.) in Economics and M.A. (Mr.) in Law from the Vrije Universiteit in Amsterdam, a Bachelor in Business Administration of Nijenrode University in the Netherlands, and obtained an Executive MBA from Michigan Business School as well as graduated from Japan Prizewinners Programme at Leiden University in Tokyo

Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company.

Further details and current directorships of Mr. Ruijs are provided in the Annexure to this Notice

The Board recommends the Resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Ruijs and his relatives, 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.2 of the accompanying Notice.

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

Item No.3: Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors appointed Ms. Anjali Bansal as an Additional Director of the Company with effect from 18th October 2022 pursuant to Section 161(1) of the Act and Article 79 of the Articles of Association of the Company and also Independent Director, not liable to retire by rotation, for a term of 3 years from 18th October 2022 to 17th October 2025, subject to approval of the Members.

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. Ms. Bansal 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. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received declaration from Ms. Bansal to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. The Company has also received from Ms. Bansal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act. Ms. Bansal has also confirmed that she is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

Further, Ms. Bansal has confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Ms. Bansal fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and she is independent of the management of the Company.

A brief profile of Ms. Bansal is as under:

Ms. Anjali Bansal is the Founder of Avaana Capital which invests in technology and innovation led startups for catalysing returns and impact at scale. Ms. Bansal is former Non-Executive Chairperson of Dena Bank (now Bank of Baroda) appointed by the Government of India to steer the resolution of the stressed bank. She was earlier a global Partner and Managing Director with TPG Growth Private Equity. Earlier she was Global Partner and India CEO with Spencer Stuart and co-led their Asia Boards practice and a strategy consultant with McKinsey and Co. in New York. She started her career as an engineer.

Ms. Bansal serves as an Independent Non-Executive Director on leading boards including Nestle India, Piramal Enterprises, Tata Power and Voltas. She has previously chaired the India board of Women's World Banking and was on the Advisory Board of the Columbia University Global Centers, South Asia. She is a charter member of TiE, and is closely associated with NITI Aayog's Women Entrepreneurship Platform, Digital solutions and the Atal Innovation Mission. She has invested in and mentored various successful startups including Delhivery, UrbanClap, Darwinbox, Nykaa and Lenskart. She has been elected as President Bombay Chamber of Commerce and Industry and serves on the CII National Committee on Corporate Governance. As an active contributor to the dialogue on corporate governance and diversity, Ms. Bansal previously co-founded and chaired the FICCI Center for Corporate Governance program for Women on Corporate Boards. She is a member of the Young Presidents Organization.

Ms. Bansal has a BE in Computer Engineering from Gujarat University, a Masters in International Finance and Business from Columbia University and the YPO Presidents Program at Harvard Business School.

Having regard to the qualifications, experience and knowledge, the Board considers that her association would be of immense benefit to the Company.

Further details and current directorships of Ms. Bansal are provided in the Annexure to this Notice

The Board recommends the Resolution at Item No.3 of the accompanying Notice for approval by the Members of the Company.

Other than Ms. Bansal and her relatives, 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.3 of the accompanying Notice.

Ms. Bansal is not related to any Director or KMP of the Company.

Item No.4: Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors appointed Mr. Rajiv Mehrishi as an Additional Independent Director of the Company with effect from 18th October 2022 pursuant to Section 161(1) of the Act and Article 79 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. Mehrishi 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. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received declaration from Mr. Mehrishi to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. The Company has also received from Mr. Mehrishi (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Mehrishi has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

Further, Mr. Mehrishi has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Mehrishi fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and he is independent of the management of the Company.

A brief profile of Mr. Mehrishi is as under:

Mr. Rajiv Mehrishi is a retired Indian Administrative Service (IAS) officer of the 1978 batch belonging to the Rajasthan Cadre. Mr. Mehrishi has served in various key posts in both Union and Rajasthan Government. During his stint as Joint Secretary, Department of Company Affairs, he was involved in the enactment of the Competition Act, and re-writing the Companies Act, 1956 which gave him an insight into the functioning of companies and Companies law. He also re-wrote the transport taxation laws and the rules for the Narcotics and Psychotropic Substances Act, 1984, which became a template for all other states in the country. He was pivotally involved in the important reforms of setting up the Monetary Policy Committee (MPC), and enactment of the Indian Bankruptcy Code (IBC) and the Competition Act.

During his tenure as the Principal Secretary Finance, and the Chief Secretary in Rajasthan, he gathered good understanding about functioning of the State Government, Centre-State relations, and of fiscal federalism which was accentuated by his experience as the Union Finance Secretary. As Principal Secretary Finance in Rajasthan he played a central role in conceptualising and introducing the biometric and bank-linked "Bhamashah" card, even before the Aadhar card scheme was announced by the Government of India in 2009. Thereafter, he held the position of Union Home Secretary in the Central Government. Later, as the 13th Comptroller and Auditor General of India (C&AG), he had the experience of auditing various transactions of both State and Central Government across all Departments and Ministries.

In 2022, Mr. Mehrishi was awarded with the Padma Bhushan, one of the highest civilian honors of India, by the President of India. He has a wide experience of over 42 years and is well placed to

advise and guide the Company in the discharge of its functions, including good corporate governance and shareholder protection, especially the small shareholders.

Mr. Mehrishi holds a degree in B.A (History Hons.), M.A. (History) from St. Stephen's College, Delhi, and a Master of Business Administration from the University of Strathclyde, Glasgow, Scotland.

Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company.

Further details and current directorships of Mr. Mehrishi are provided in the Annexure to this Notice

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

Other than Mr. Mehrishi and her relatives, 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.4 of the accompanying Notice.

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

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: 12th December 2022
Place: Mumbai
Registered Office: C/o The Tata Power Company Ltd.,
Corporate A Block, 34, Sant Tukaram Road,
Carnac Bunder, Mumbai - 400009

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

Name of the Director	Mr. Saurabh Agrawal	Mr. Eduard Ruijs
Date of Birth	13 th August 1969	5 th April 1972
Date of first Appointment	18 th October 2022	18 th October 2022
Qualifications	Graduate of the Indian Institute of Technology, Roorkee. Post Graduate management degree from the Indian Institute of Management, Calcutta	M. Juris in Law and Economics of Oxford University. M.Sc. (Drs.) in Economics. M.A. (Mr.) in Law from the Vrije Universiteit in Amsterdam. Bachelor in Business Administration of Nijenrode University in the Netherlands. Executive MBA from Michigan Business School. Graduated from Japan Prizewinners Programme at Leiden University in Tokyo.
Relationship with other Directors and KMP of the Company	Nil	Nil
Terms and conditions of appointment	Appointed as Non-Executive Director and Chairman of the Board	Appointed as Non-Executive Director
Expertise in specific functional areas	Mr. Agrawal joined Tata Sons Private Limited (TSPL) in July 2017 as the Group Chief Financial Officer. An investment banker, he brings with him over two decades of rich experience in capital markets. Starting his career in 1995, Mr. Agrawal has a sterling record in both strategy and execution, covering a wide range of industries. He joined TSPL from the Aditya Birla Group, where he was head of strategy. Prior to that, he has been head of the corporate finance unit of Standard Chartered Bank in India and South Asia, and the head of the investment banking division in DSP Merrill Lynch.	Mr. Eduard Ruijs is the Managing Director and Head of the London based BlackRock Global Infrastructure Fund team and a member of the Investment Committee and oversees investment activities in EMEA and APAC. He is also leading the firm's Evergreen Infrastructure Funds focused on opportunities related to energy transition and energy security. Prior to joining BlackRock in 2011, he was the Investment Director and Partner at NIBC Bank Infrastructure Partners, where he was responsible for investing the NIBC European Infrastructure Fund. Prior to NIBC, he spent over 10 years as a strategy consultant with Boston Consulting Group and A.T. Kearney focused on the energy sector and renewables specifically.

<p>Directorships held in other Companies (excluding foreign companies)</p>	<ul style="list-style-type: none"> • Voltas Limited • Supermarket Grocery Supplies Private Limited • Talace Private Limited • Tata Steel Limited • Tata Capital Limited • Tata AIA Life Insurance Company Limited • Tata AIG General Insurance Company Limited • The Tata Power Company Limited • Tata Play Limited (Formerly Tata Sky Limited) • Tata Sons Private Limited • Gradis Trading Private Limited 	<p>None</p>
<p>Committee positions held in other companies*</p>	<p>Audit Committee <u>Member</u></p> <ul style="list-style-type: none"> • Tata Steel Limited • The Tata Power Company Limited <p>Nomination and Remuneration Committee <u>Member</u></p> <ul style="list-style-type: none"> • Tata AIA Life Insurance Company Limited • Tata Capital Limited • Tata AIG General Insurance Company Limited • Tata Play Limited (Formerly Tata Sky Limited) <p>Corporate Social Responsibility Committee <u>Chairman</u></p> <ul style="list-style-type: none"> • Tata AIA Life Insurance Company • Tata Capital Limited <p><u>Member</u></p> <ul style="list-style-type: none"> • Tata AIG General Insurance Company Limited <p>Investment Committee <u>Chairman</u></p> <ul style="list-style-type: none"> • Tata AIG General Insurance Company Limited <p><u>Member</u></p> <ul style="list-style-type: none"> • Tata AIA Life Insurance Company <p>Risk Management Committee <u>Chairman</u></p> <ul style="list-style-type: none"> • Tata Capital Limited <p><u>Member</u></p> <ul style="list-style-type: none"> • Tata Steel Limited • Tata Sons Private Limited 	<p>None</p>

	<p>Finance & Asset Liability Supervisory Committee <u>Chairman</u></p> <ul style="list-style-type: none"> Tata Capital Limited <p>Executive Committee of the Board <u>Member</u></p> <ul style="list-style-type: none"> Tata Steel Limited <p>Asset Liability Management Committee <u>Chairman</u></p> <ul style="list-style-type: none"> Tata Sons Private Limited 	
Remuneration	Eligible for sitting fees as approved by the Board	N.A.
No. of meetings of the Board attended during the year	None	1
Number of shares held	Nil	Nil

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

Name of the Director	Ms. Anjali Bansal	Mr. Rajiv Mehrishi
Date of Birth	25 th February 1971	8 th August 1955
Date of first Appointment	18 th October 2022	18 th October 2022
Qualifications	BE in Computer Engineering from Gujarat University. Masters in International Finance and Business from Columbia University. YPO Presidents Program at Harvard Business School.	B.A (History Hons.), M.A. (History) from St. Stephen's College, Delhi. Master of Business Administration from the University of Strathclyde, Glasgow, Scotland.
Relationship with other Directors and KMP of the Company	Nil	Nil
Terms and conditions of appointment	Appointed as Independent Woman Director	Appointed as Independent Director
Expertise in specific functional areas	<p>Ms. Anjali Bansal is the Founder of Avaana Capital which invests in technology and innovation led startups for catalysing returns and impact at scale. Ms. Bansal is former Non-Executive Chairperson of Dena Bank (now Bank of Baroda) appointed by the Government of India to steer the resolution of the stressed bank. She was earlier a global Partner and Managing Director with TPG Growth Private Equity. Earlier she was Global Partner and India CEO with Spencer Stuart and co-led their Asia Boards practice and a strategy consultant with McKinsey and Co. in New York. She started her career as an engineer.</p> <p>Ms. Bansal serves as an Independent Non-Executive Director on leading boards including Nestle India, Piramal Enterprises, Tata Power and Voltas. She has previously chaired the India board of Women's World Banking and was on the Advisory Board of the Columbia University Global Centers, South Asia. She is a charter member of TiE, and is closely associated with NITI Aayog's Women Entrepreneurship Platform,</p>	<p>Mr. Rajiv Mehrishi is a retired Indian Administrative Service (IAS) officer of the 1978 batch belonging to the Rajasthan Cadre. Mr. Mehrishi has served in various key posts in both Union and Rajasthan Government. During his stint as Joint Secretary, Department of Company Affairs, he was involved in the enactment of the Competition Act, and re-writing the Companies Act, 1956 which gave him an insight into the functioning of companies and Companies law. He also re-wrote the transport taxation laws and the rules for the Narcotics and Psychotropic Substances Act, 1984, which became a template for all other states in the country. He was pivotally involved in the important reforms of setting up the Monetary Policy Committee (MPC), and enactment of the Indian Bankruptcy Code (IBC) and the Competition Act.</p> <p>During his tenure as the Principal Secretary Finance, and the Chief Secretary in Rajasthan, he gathered good understanding about functioning of the State Government, Centre-State relations, and of</p>

	<p>Digital solutions and the Atal Innovation Mission. She has invested in and mentored various successful startups including Delhivery, UrbanClap, Darwinbox, Nykaa and Lenskart. She has been elected as President Bombay Chamber of Commerce and Industry and serves on the CII National Committee on Corporate Governance. As an active contributor to the dialogue on corporate governance and diversity, Ms. Bansal previously co-founded and chaired the FICCI Center for Corporate Governance program for Women on Corporate Boards. She is a member of the Young Presidents Organization.</p>	<p>fiscal federalism which was accentuated by his experience as the Union Finance Secretary. As Principal Secretary Finance in Rajasthan he played a central role in conceptualising and introducing the biometric and bank-linked “Bhamashah” card, even before the Aadhar card scheme was announced by the Government of India in 2009. Thereafter, he held the position of Union Home Secretary in the Central Government. Later, as the 13th Comptroller and Auditor General of India (C&AG), he had the experience of auditing various transactions of both State and Central Government across all Departments and Ministries.</p> <p>In 2022, Mr. Mehrishi was awarded with the Padma Bhushan, one of the highest civilian honors of India, by the President of India. He has a wide experience of over 42 years and is well placed to advise and guide the Company in the discharge of its functions, including good corporate governance and shareholder protection, especially the small shareholders.</p>
<p>Directorships held in other Companies (excluding foreign companies)</p>	<ul style="list-style-type: none"> • Voltas Limited • The Tata Power Company Limited • Kotak Mahindra Asset Management Company Limited • Siemens Limited • Piramal Enterprises Limited • Nestle India Limited 	<ul style="list-style-type: none"> • Piramal Enterprises Limited • Dabur India Limited • NSE International Financial Services Centre (IFSC) Limited • Infomerics Analytics and Research Private Limited • Leaps Insights Foundation • The Tata Power Company Limited
<p>Committee positions held in other companies*</p>	<p>Stakeholders' Relationship Committee <i>Member</i></p> <ul style="list-style-type: none"> • The Tata Power Company Limited <p>Nomination & Remuneration Committee Limited <i>Chairman</i></p> <ul style="list-style-type: none"> • Kotak Mahindra Asset Management Company Limited <p><i>Member</i></p>	<p>Audit Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • Piramal Enterprises Limited <p><i>Member</i></p> <ul style="list-style-type: none"> • addDabur India Limited <p>Corporate Social Responsibility Committee <i>Member</i></p> <ul style="list-style-type: none"> • Piramal Enterprises Limited <p>Nomination and Remuneration Committee</p>

	<ul style="list-style-type: none"> • Piramal Enterprises Limited <p>Investment Committee <i>Member</i></p> <ul style="list-style-type: none"> • Voltas Limited <p>Corporate Social Responsibility Committee <i>Member</i></p> <ul style="list-style-type: none"> • Voltas Limited <p>Safety Committee <i>Member</i></p> <ul style="list-style-type: none"> • Voltas Limited <p>Committee of the Board <i>Member</i></p> <ul style="list-style-type: none"> • Voltas Limited 	<p><i>Member</i></p> <ul style="list-style-type: none"> • NSE International Financial Services Centre (IFSC) Limited <p>Advisory Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • NSE International Financial Services Centre (IFSC) Limited <p>Standing Committee on Technology <i>Member</i></p> <ul style="list-style-type: none"> • NSE International Financial Services Centre (IFSC) Limited
Remuneration	Eligible for sitting fees as approved by the Board	Eligible for sitting fees as approved by the Board
No. of meetings of the Board attended during the year	N.A.	N.A.
Number of shares held	Nil	Nil