

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of Tata Power Renewable Energy Limited ('the Company') will be held on Tuesday, 18th June 2024 at 11:00 a.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following items of business:

Special Business:**1. Appointment of Ms. Nishi Vasudeva as an Independent Director of the Company**

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

“RESOLVED that Ms. Nishi Vasudeva (DIN: 03016991), who was appointed as an Additional Independent Director of the Company with effect from 20th March 2024, 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. Nishi Vasudeva (DIN: 03016991) 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 20th March 2024 upto 19th March 2027, be and is hereby approved.”

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, No. 10/2022 dated 28th December 2022 and No. 09/2023 dated 25th September 2023 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, 5th January 2023 and 6th October 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 Tuesday, 18th June 2024 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 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 jmahernosh@tatapower.com.

- Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to jmahernosh@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 jmahernosh@tatapower.com

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

Jeraz E Mahernosh
Company Secretary
FCS No.: 7008

Mumbai, 25th April 2024

Registered Office:

c/o The Tata Power Co. Ltd., Corporate Center B,
34, Sant Tukaram Road, Carnac Bunder,
Mumbai 400 009.
CIN: U40108MH2007PLC168314
Tel: +91 22 6665 7508
e-mail: tprel@tatapower.com
Website: www.tatapowerrenewables.com

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), given hereunder sets out all material facts relating to the special business mentioned at Item No. 1 of the accompanying Notice dated 25th April 2024:

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors appointed Ms. Nishi Vasudeva as an Additional Independent Director of the Company with effect from 20th March 2024 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 the shareholders for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Ms. Vasudeva 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. Vasudeva 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, she 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. Vasudeva (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. Vasudeva 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. Vasudeva 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. Vasudeva 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. Vasudeva is as under:

Ms. Nishi Vasudeva, an Indian business executive, who served as Chairperson and Managing Director (CMD) of Hindustan Petroleum Corporation Limited (HPCL), a Fortune 500 company till March 2016. She is the first woman in India to head an organization in the energy sector and among the very few globally to head an oil company. As CMD of HPCL, she was responsible for developing the vision and long term objectives, improving growth and profitability, driving a high performance culture geared towards operational excellence and consistent value creation for stakeholders. She was the Chairperson of the Board at several Joint Venture companies of HPCL in partnership with reputed multinationals/ Indian corporates.

Prior to assuming charge as CMD, she was on HPCL Board as Director - Marketing and was responsible for pan India sales, brand building, efficient supply chain management, infrastructure development and leading the company's foray into new business lines. Her career at HPCL included leadership positions in Marketing, Corporate Strategy, Planning and Information Systems and has led key business transformation and organizational restructuring projects.

She has also been a Member of several Committees for development of policy for the Hydrocarbon sector in India.

Ms. Vasudeva is the first Indian to be awarded the Platts “Global CEO of the year” in the Energy sector and has several other awards and recognitions to her credit. She was presented the SCOPE award in the Individual Leadership category by the President of India for Excellence and Outstanding Contribution to Public Sector Management.

She is a B.A. in Economics (Honours) from Delhi University and an MBA from IIM Calcutta with over 38 years of experience in the petroleum industry.

Currently, she is an Independent Director on the Board of HCL Technologies Limited, Tata Projects Limited, CRISIL Limited, L&T Finance Holding Limited and other companies.

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. Vasudeva 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 Ms. Vasudeva and her relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.1 of the accompanying Notice.

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

By Order of the Board of Directors,

For Tata Power Renewable Energy Limited

Jeraz E Mahernosh
Company Secretary
FCS No.:7008

Mumbai, 25th April 2024

Registered Office:

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

CIN: U40108MH2007PLC168314

Tel: +91 22 6665 7508

e-mail: tprel@tatapower.com

Website: www.tatapowerrenewables.com

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

Name of Director	Ms. Nishi Vasudeva
DIN	03016991
Designation / Category of Directorship	Non- Executive Independent Director
Date of Birth (Age)	30 th March 1956 (68 years)
Date of first appointment on the Board	20 th March 2024
Terms and Conditions of appointment	Appointed as Non- Executive Independent (Woman) Director for 3 years 20 th March 2024 till 19 th March 2027
Qualifications, Experience	She is a B.A. in Economics (Honours) from Delhi University and an MBA from IIM Calcutta with over 38 years of experience in the petroleum industry.
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. L&T Finance Limited 2. CRISIL Limited 3. Tata Projects Limited 4. HCL Technologies Limited 5. Atria Convergence Technologies Limited
Committee position held in other companies	<p><u>Audit Committee</u> <i>Member</i></p> <ul style="list-style-type: none"> • HCL Technologies Limited • Atria Convergence Technologies Limited • Tata Projects Limited • Crisil Limited • L&T Finance Limited <p><u>Stakeholders' Relationship Committee</u> <i>Chairperson</i></p> <ul style="list-style-type: none"> • Tata Projects Limited <p><u>Nomination and Remuneration Committee</u> <i>Chairperson</i></p> <ul style="list-style-type: none"> • Tata Projects Limited <p><u>Risk Management Committee</u> <i>Member</i></p> <ul style="list-style-type: none"> • HCL Technologies Limited • Tata Projects Limited • L&T Finance Limited <p><u>Corporate Social Responsibility Committee</u> <i>Chairperson</i></p> <ul style="list-style-type: none"> • CRISIL Limited <p><i>Member</i></p> <ul style="list-style-type: none"> • Atria Convergence Technologies Limited

	<p><u>Corporate Social Responsibility & Environmental, Social & Governance Committee</u> <i>Chairperson</i></p> <ul style="list-style-type: none"> • Tata Projects Limited <p><u>IT Strategy Committee</u> <i>Chairperson</i></p> <ul style="list-style-type: none"> • L&T Finance Limited
Details of remuneration last drawn	N.A.
Details of remuneration sought to be paid	Nil, she will be eligible for sitting fees paid to Independent Directors paid for attending Board and Committee meetings.
No. of meetings of the Board attended during the year	N.A.
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	<p>Nil</p> <p>Nil</p>