

**NOTICE**

The 16<sup>th</sup> EXTRAORDINARY GENERAL MEETING of TATA POWER RENEWABLE ENERGY LIMITED will be held on Friday, 9<sup>th</sup> March 2018 at 4 p.m. in the Conference Room of The Tata Power Company Limited, 6<sup>th</sup> Floor Block B Corporate Centre, 34 Sant Tukaram Road Carnac, Mumbai, Maharashtra-400001. to transact the following business:

**1. Re-appointment of Mr Nawshir H Mirza as an Independent Director of the Company**

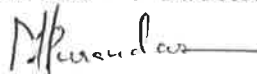
To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Nawshir H Mirza (DIN: 00044816), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for two consecutive years for a term from March 10, 2018 to March 9<sup>th</sup> 2020, and whose office shall not be liable to retire by rotation.”

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No. 1 above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.
3. Corporate Members intending to send their authorised representatives to attend the General Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

By Order of the Board of Directors,

  
Mona Purandare  
Company Secretary  
ACS-11327

Mumbai, 8th March 2018

**Registered Office:**

C/o The Tata Power Company Limited  
Corporate Center, 'A' Block,  
34, Sant Tukaram Road  
CIN: U40108MH2007PLC168314  
E-mail:tprel@tatapower .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 8<sup>th</sup> March 2018

**Item No. 1:** In terms of Section 149 of the Companies Act, 2013 (the Act) read along with the Companies (Appointment and Qualifications of Directors) Amendment Rules, 2017, at least 2 Directors of a public Company meeting any of the criteria's mentioned in the rules therein should be Independent and such Independent Directors (IDs) shall not be liable to retire by rotation.

Vide resolution dated 9<sup>th</sup> March 2015, the Board had approved the appointment of Mr Nawshir Mirza as an additional director in an independent non-executive capacity, with effect from the 9<sup>th</sup> March 2015 up to 9<sup>th</sup> March 2018. The shareholders approved his appointment as an Independent director of the company with effect from 9<sup>th</sup> March 2015 to 9<sup>th</sup> March 2018 at the AGM held on 23<sup>rd</sup> July 2015.

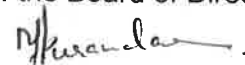
Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on the basis of their performance evaluation, if approved by a special resolution passed at the shareholders' meeting and disclosure of such appointment in the Board's report. Notwithstanding anything contained in sub-section (10), no ID shall hold office for more than two consecutive terms, but such ID shall be eligible for appointment after the expiration of three years of ceasing to become an ID. Provided that an ID shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Mr. Nawshir. H. Mirza, aged 67 years, is a Fellow member of the Institute of Chartered Accountants of India and was a partner of S.R. Batliboi & Co. where most of his experience was in the audit and assurance domains, He has been an advisor to Jardine Matheson Limited, Hongkong and is also on the Board of Exide Industries Ltd., Thermax Ltd. and Centre for Advancement of Philanthropy, in addition to those within the Tata Power Group of companies. During his tenure as an Independent Director on the Board, the Company has benefited greatly from his experience and advice. Based on his performance evaluation the Nomination and Remuneration Committee recommended the appointment of Mr Mirza to the Board. The Directors at their meeting held on 8<sup>th</sup> March 2018 approved the reappointment of Mr Mirza as an Independent Director on the Board of the Company for a period of two years w.e.f 10<sup>th</sup> March 2018 upto 9<sup>th</sup> March 2020 subject to the approval of the members.

The Board commends the resolution at Item No. 1 of the accompanying Notice for approval by the members of the Company by a Special Resolution.

Other than Mr. Mirza, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 1 of the accompanying Notice.

By Order of the Board of Directors,



Mona Purandare  
Company Secretary  
ACS-11327

Mumbai, 8<sup>th</sup> March 2017

**Registered Office:**

C/o The Tata Power Company Limited  
Corporate Center, 'A' Block, 34, Sant Tukaram Road  
Carnac Bunder,  
Mumbai 400 009.  
CIN: U40108MH2007PLC168314  
Email: [tprel@tata power .com](mailto:tprel@tata power .com)