

Powering a billion aspirations, **Lifelong**

#SustainableIsAttainable

Enabling reliable irrigation
through solar power

Shardul,
Farmer



Growing business
beyond sunset

Rahul,
Village Entrepreneur



Driving cleaner miles
every day

Tanya,
EV Owner



Breathing cleaner air
tomorrow

Veera,
Young Citizen



Designing smarter
renewable solutions

Shreya,
Innovator



Scaling energy
infrastructure

Rohit,
Technology Partner



Learning online
without power cuts

Pooja,
Student



NOTICE

NOTICE IS HEREBY GIVEN THAT THE ONE HUNDRED AND SEVENTH ANNUAL GENERAL MEETING OF THE TATA POWER COMPANY LIMITED will be held on **Tuesday, July 7, 2026 at 10:30 a.m. (IST)** through Video Conferencing/Other Audio Visual Means, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the financial year ended March 31, 2026.
4. To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. **Appointment of Ms. Nishi Vasudeva (DIN: 03016991) as a Director and as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT Ms. Nishi Vasudeva (DIN: 03016991), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-Executive, Independent) Director of the Company with effect from May 13, 2026 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Article 132 of the Articles of Association of the Company 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 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, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules,

2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, the appointment of Ms. Vasudeva, 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 commencing with effect from May 13, 2026 upto March 29, 2031, before attaining 75 years of age, be and is hereby approved.”

6. **Appointment of Mr. Deepak Kapoor (DIN: 00162957) as a Director and as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT Mr. Deepak Kapoor (DIN: 00162957), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-Executive, Independent) Director of the Company with effect from June 1, 2026 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Article 132 of the Articles of Association of the Company 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.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, the appointment of Mr. Kapoor, 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 5 (five) years commencing with effect from June 1, 2026 upto May 31, 2031, be and is hereby approved.”

7. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 6,50,000 (Rupees Six Lakh Fifty Thousand only) plus applicable taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Sanjay Gupta and Associates (Firm Registration No.: 000212), who have been appointed by the Board of Directors based on the recommendation of the Audit Committee of Directors, as Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the FY 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts, deeds, matter and take all such steps as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

NOTES:

- Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, (collectively referred to as MCA Circulars) and such other applicable circulars issued by MCA and Securities and Exchange Board of India (SEBI) (the Circulars), the Company is convening the 107th Annual General Meeting (AGM) 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), SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) and MCA Circulars, the 107th AGM of the Company is being held through VC/OAVM on **Tuesday, July 7, 2026 at 10:30 a.m. (IST)**. The proceedings of the AGM will be conducted at the Registered Office of the Company at Bombay House, 24, Homi Mody Street, Mumbai - 400 001, which shall be the deemed venue of the AGM.

SEBI vide Regulations 36(1), 44(4) and 58(1) of the Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.
- As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos.5 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.
- The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning the business with respect to Item Nos. 5 to 7 forms part of this Notice. Further, relevant information pursuant to Regulation 36(3) and other relevant provisions of the Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2), issued by The Institute of Company Secretaries of India, in respect of details of Directors seeking appointment/re-appointment at AGM with respect to Item Nos. 4 to 6 is furnished as Annexure to this Notice.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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, PURSUANT TO THE MCA CIRCULARS THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- In case of joint holders attending the AGM through VC/OAVM, Member whose name appears as the first holder in the order of their names as per the Register of Members of the Company, as on the cut-off date will be entitled to vote at the AGM.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Members can join the AGM through VC/OAVM, 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the live proceedings on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairmen of the Audit Committee of Directors, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. In terms of Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY26 in electronic form only to those Members whose email addresses are registered with the Company/ MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Company's Registrar to an Issue and Share Transfer Agent (RTA) / NSDL and/ or Central Depository Services (India) Limited (CDSL), (NSDL and CDSL collectively referred to as Depositories)/ Depository Participants (DPs). A letter is also being sent to the shareholders whose email addresses are not registered, providing the web-link where the Annual Report is uploaded on website. The Company shall send the physical copy of the 107th Annual Report for FY26 only to those Members who specifically request for the same at investorcomplaints@tatapower.com or raise request with RTA by using URL: https://web.in.mpms.mufg.com/helpdesk/service_request.html or email to RTA at investor.helpdesk@in.mpms.mufg.com mentioning their Folio numbers/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY26 have been uploaded on the website of the Company at <https://www.tatapower.com/investor-relations/annual-reports.aspx>, the websites of BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.

9. Record Date and Dividend:

The Record Date for the purpose of payment of dividend for FY26 is **Tuesday, June 23, 2026**. The dividend of ₹ 2.50 per equity share of ₹1 each (250%), if approved by the Members at the AGM, will be paid subject to deduction of tax at source, on or after **Friday, July 10, 2026** only through electronic mode as under:

- i) Shares held in electronic form: To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by Depositories at the close of business hours on **Tuesday, June 23, 2026**; and
- ii) Shares held in physical form: To all those Members holding shares in physical form after giving effect to valid transmission or transposition requests lodged with the Company, whose names stand registered in the Company's Register of Members as Members on the close of business hours on **Tuesday, June 23, 2026**.

10. Tax Deducted at Source (TDS) on dividend:

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 (IT Act). For the prescribed rates for various categories, please refer to the IT Act and the Finance Acts of the respective years. To enable compliance with TDS

requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number (PAN), category as per the IT Act with the DPs (if shares held in electronic form) and the Company/ RTA (if shares are held in physical form).

To avail exemption of TDS, Members are requested to submit required documents/declaration by email at Csg2exemptforms2627@in.mpms.mufg.com on or before **Monday, June 22, 2026** to enable the Company to determine the appropriate TDS/ withholding tax rate applicable to the Member, verify the documents and provide exemption. For detailed process, please click here: <https://www.tatapower.com/tds-on-dividend> and also refer to the email communication sent to Members in this regard.

11. Mandatory updation of PAN, KYC, bank details, specimen signature and nomination details prior to processing the payment of dividend:

Pursuant to the relevant SEBI Circulars, dividends to security holders holding shares in physical mode shall be paid only in electronic mode, provided the folio is KYC-compliant, as payment through dividend warrants or cheques has been discontinued. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc. Relevant FAQs have been published by SEBI in this regard which can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <https://www.tatapower.com/investor-services-forms>. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the Company/RTA. In this regard, the Company has sent communication to shareholders holding shares in physical form. Further, Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

12. Updation of mandate for receiving dividend directly in bank account through National Automated Clearing System or any other electronic mode of remittance in a timely manner:

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc. as under:

Shares held in physical form: Members are requested to send the following details/documents to the Company's RTA, viz. MUFG Intime India Private Limited at C-101,

Embassy 247, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083, latest by **Monday, June 22, 2026**:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.tatapower.com/investor-services-forms> and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>;
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the cancelled cheque in original along with Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch;
- c) Self-attested copy of the PAN Card of all the holders;
- d) Self-attested copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company;
- e) Form ISR-2 duly filled and signed. The signature of holders should be attested by the Bank Manager; and
- f) Form SH-13 (Nomination Form) or Form ISR-3 (opt out from Nomination).

Shares held in electronic form: Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by **Monday, June 22, 2026**.

Instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

13. Dematerialisation of shares:

In accordance with Regulation 40 of the Listing Regulations, as amended, any fresh transfer requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Letter of Confirmation will not be issued with effect from April 2, 2026 and the RTA will directly credit the shares to the Member's demat account. Members must provide a Client Master List, not older than 2 months, attested by their DP.

Further, Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 (duplicate of share certificate)/ISR-5 (transmission), the format of which is available on Company's website at <https://www.tatapower.com/investor-services-forms> and on the website of the RTA at <https://in.mpms.mufg.com/>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request to the Company/RTA for any assistance relating to the shares of the Company.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

15. Nomination facility:

As per the provisions of Section 72 of the Act and relevant SEBI Circulars, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. Further, all new Members are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).

If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at <https://www.tatapower.com/investor-services-forms>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html> in case the shares are held in physical form, quoting their folio no(s).

16. Unclaimed Dividends and Investor Education and Protection Fund:

Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also

liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends and/or equity shares have been transferred to IEPF may claim the same by approaching the Company or RTA for issuance of Entitlement Letter on submission of required documents. The Members may then make an application to the IEPF Authority, in web Form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents. The details of equity shares and/or unclaimed dividends transferred to IEPF have been provided in the Report on Corporate Governance forming part of the Annual Report FY26.

17. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.tatapower.com/investor-resource-center/online-resolution-of-disputes-tab>. Members can use this mechanism only after they have lodged their grievance with the Company and SCORES and are not satisfied with the outcome of the redressal.

18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding (as per Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (as per Section 189 of the Act), and other relevant documents referred to in the Notice or Explanatory Statement, may do so electronically during the AGM. Members may send their requests to investorcomplaints@tatapower.com from their registered email addresses mentioning their name, Folio numbers/DP ID and Client ID.

19. Consolidation of Share Certificates:

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

20. Special window for re-lodgement of physical share transfer requests:

Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests.

Transfers would be approved, if all the requisite documents are in place. The transfer under this window will be credited only in dematerialised form and will carry a one year lock-in period from the date of transfer registration. Members can contact the Company/RTA, for assistance in this regard.

21. Simplification of Procedure for Issuance of Duplicate Share Certificates:

SEBI has simplified the process for issuance of duplicate share certificates. The value threshold for documentation has been increased from ₹5 lakh to ₹10 lakh and the documentation requirements have been standardised as under:

Value	Particulars
Up to ₹10,000	Undertaking on plain paper (no notarisation required)
Above ₹10,000 and up to ₹10,00,000	Single Affidavit-cum-Indemnity Bond
Above ₹10,00,000	Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

22. Process for registration of email addresses:

A. As part of Company's green initiative and to facilitate Members to receive this Notice along with Annual Report FY26 electronically, the Company has made special arrangements with the RTA, for registration of email addresses in terms of the MCA Circulars. Eligible Members who have not registered their email addresses with the RTA, are required to provide the same to the RTA, **on or before 5:00 p.m. (IST) Tuesday, June 30, 2026.**

B. **Process to be followed for one-time registration of email address (for shares held in physical form or in electronic form) is as follows:**

- Visit the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
- Select the Name of the Company from dropdown: **The Tata Power Company Limited**
- Enter the DP ID & Client ID / Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers;
- Enter your Mobile No. and email address and click on the Continue button;
- The system will send OTP on Mobile and email address;
- Upload a self-attested copy of your PAN card and Address proof viz. Aadhaar Card, passport or Share Certificate (front and Back) in case of Physical folio;

- vii) Enter the OTP received on your Mobile and email address;
- viii) The system will then confirm the email address for receiving this Notice of AGM.

After successful submission of the email address, NSDL will email a copy of this Notice along with Annual Report FY26 and the e-voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to evoting@nsdl.com.

Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of consolidated account statement, self-attested copy of PAN card, self-attested copy of Aadhaar Card.

C. Registration of email address permanently with Company/ Depositories/ DPs/ RTA:

Members are requested to register the email addresses with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR-1 duly filled and signed by the holders. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated/ updated with their DPs/Depositories/RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their email addresses in the future.

23. To facilitate faster responses to Members queries, the RTA has launched an initiative that requires Members to submit their queries or requests only electronically through their website at https://web.in.mpms.mufig.com/helpdesk/Service_Request.html.

24. Process and manner for Members for e-voting is as under:

- I. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI Circular dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes

electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

- II. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote at the AGM upon announcement by the Chairman at the end of discussion on the resolutions.
- III. Members who have already cast their vote by remote e-voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting. The remote e-voting module during the AGM shall be disabled by NSDL for voting, 15 minutes after the conclusion of the Meeting.
- IV. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date i.e. **Tuesday, June 30, 2026**, may cast their vote by remote e-voting. The remote e-voting period commences on **Friday, July 3, 2026, at 9:00 a.m. (IST)** and ends on **Monday, July 6, 2026 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, June 30, 2026**.
- V. The instructions for Members attending the AGM through VC/OAVM are as under:
 - A. The Members will be provided with a facility to attend the AGM through VC/OAVM provided by NSDL. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-voting system'. The link for VC/OAVM will be available in 'Member login' where the '**EVEN**' of the Company **139362** will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve

the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

- B. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari and MS Edge or Firefox. 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.
- C. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at investorcomplaints@tatapower.com on **Tuesday, June 30, 2026 before 2:30 p.m. (IST)**. Queries that remain unanswered at the AGM, will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- D. Members who would like to express their views/ ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to investorcomplaints@tatapower.com between **Tuesday, June 30, 2026 from 9:00 a.m. (IST) to Friday, July 3, 2026 till 5:00 p.m. (IST)**. Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Further, the sequence in which the Members will be called upon to speak will be solely determined by the Company.
- E. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall

be entitled to avail the facility of remote e-voting, as well as voting at the meeting.

- F. Any person holding shares in physical form and non-individual shareholders, who acquire shares and become Members of the Company after the Notice is sent through email and holding shares as of the cut-off date i.e. **Tuesday, June 30, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if the person is already registered with NSDL for remote e-voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on <http://www.evoting.nsdl.com> or call on 022 - 4886 7000.

In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **Tuesday, June 30, 2026** may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-voting system'. Other methods for obtaining/ procuring User IDs and passwords for e-voting are provided in the AGM Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:


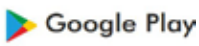


The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-voting system

A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, 'e-voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

Log-in method for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>a) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email address/mobile number and click on login.</p> <p>b) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>c) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>d) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-voting page. Click on company name or 'e-voting service provider i.e. NSDL' and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>e) Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing Myeasi username and password.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p>

Type of Members	Login Method
	d) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for any technical issues related to login through NSDL or CDSL:

Login type	Helpdesk details
NSDL	Email: evoting@nsdl.com / Tel.: 022 - 4886 7000
CDSL	Email: helpdesk.evoting@cdslindia.com / Tel.: 1800 21 09911

B. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members who hold shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139362 then user ID is 139362001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email addresses are not registered.
 6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on **'Forgot User Details/Password?'** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **'Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
 7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
 8. Now, you will have to click on 'Login' button.
 9. After you click on the 'Login' button, Home page of e-voting will open.
3. Now you are ready for e-voting as the voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
 5. Upon confirmation, the message 'Vote cast successfully' will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VI. The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system at the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and password for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to evoting@nsdl.com
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step

Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of company i.e. **139362** for which you wish to cast your vote during the remote e-voting

- 1(A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
 - In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders

- Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorisation, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email to tpcl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on 'Upload Board Resolution/Authority Letter', etc. displayed under 'e-voting' tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President - NSDL or Mr. Amit Vishal, Deputy Vice-President - NSDL at evoting@nsdl.com.
- The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Mr. Mitesh Dhabliwala (Membership No. FCS 8331, CP No. 9511) or failing him, Ms. Sarvari Shah (Membership No. FCS 9697, CP No. 11717) of M/s. Parikh and Associates, Practising Company Secretaries as Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast prior the AGM) and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website <https://www.tatapower.com/annual-general-meeting> and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By order of the Board of Directors

Vispi S. Patel

Company Secretary
FCS No.: 7021

Mumbai, June 1, 2026

Registered Office:

Bombay House, 24, Homi Mody Street,
Mumbai 400 001.

Tel: +91 22 6665 8282

Email: tatapower@tatapower.com

Website: www.tatapower.com

CIN: L28920MH1919PLC000567

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. 5 to 7 of the accompanying Notice dated June 1, 2026.

Item no. 5:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on Tuesday, May 12, 2026, appointed Ms. Nishi Vasudeva (DIN: 03016991) as an Additional (Non-Executive, Independent) Director of the Company for a term commencing with effect from May 13, 2026 upto March 29, 2031, before attaining 75 years of age, not being liable to retire by rotation, subject to approval of the Members by way of Special Resolution.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Article 132 of the Articles of Association of the Company, Ms. Vasudeva holds office only upto the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

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 following disclosures 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 (Rules); (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that she is not disqualified under Section 164 of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations 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 and (v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

Ms. Vasudeva has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has considered her diverse skills, leadership capabilities, expertise in operations, strategy, finance, HR, technical, governance, government/ regulatory among others, as being key requirements for this role.

Accordingly, the NRC and Board are of the view that Ms. Vasudeva is a person of integrity and possesses the requisite skills and capabilities, fulfils the conditions specified in the Act and the Rules made thereunder read with the

provisions of the Listing Regulations, each as amended. Ms. Vasudeva is independent of the management of the Company and is not related to any Director or KMP of the Company. Hence, it is desirable and in the interest of the Company to appoint her as an Independent Director.

A brief profile and other details of Ms. Vasudeva are annexed to this Notice.

The terms and conditions of appointment of Ms. Vasudeva as an Independent Director are uploaded on the website of the Company at <https://www.tatapower.com/appointment-of-independent-directors> and would also be made available for inspection to the Members without any fee, during business hours on working days, upto the date of the Annual General Meeting i.e. Tuesday, July 7, 2026.

The Board recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Other than Ms. Vasudeva and/or her relatives, none of the Directors, KMP of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 5 of the accompanying Notice.

Item no. 6:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, on Monday, June 1, 2026, appointed Mr. Deepak Kapoor (DIN: 00162957) as an Additional (Non-Executive, Independent) Director of the Company for a term of 5 (five) years commencing with effect from June 1, 2026 upto May 31, 2031, not being liable to retire by rotation, subject to approval of the Members by way of Special Resolution.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Article 132 of the Articles of Association of the Company, Mr. Kapoor holds office only upto the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

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 following disclosures from Mr. Kapoor (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 (Rules); (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations 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 and

(v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

Mr. Kapoor has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has considered his diverse skills, leadership capabilities, expertise in operations, strategy, finance, governance and government/ regulatory among others, as being key requirements for this role.

Accordingly, the NRC and Board are of the view that Mr. Kapoor is a person of integrity and possesses the requisite skills and capabilities, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended. Mr. Kapoor is independent of the management of the Company and is not related to any Director or KMP of the Company. Hence, it is desirable and in the interest of the Company to appoint him as an Independent Director.

A brief profile and other details of Mr. Kapoor are annexed to this Notice.

The terms and conditions of appointment of Mr. Kapoor as an Independent Director are uploaded on the website of the Company at <https://www.tatapower.com/appointment-of-independent-directors> and would also be made available for inspection to the Members without any fee, during business hours on working days, upto the date of the Annual General Meeting i.e. Tuesday, July 7, 2026.

The Board recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Kapoor and/or his relatives, none of the Directors, KMP of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 6 of the accompanying Notice.

Item no. 7:

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its

cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors approved the appointment of M/s. Sanjay Gupta and Associates (SGA) (Firm Registration No.: 000212) as Cost Auditors of the Company to conduct audit of cost records maintained by the Company for FY27, at a remuneration of ₹ 6,50,000 (Rupees Six Lakh Fifty Thousand only) plus applicable taxes, travel and actual out-of-pocket expenses.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee of Directors considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

SGA have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Pursuant to Section 148(3) of the Act, approval by the Members is required for the payment of above remuneration to the cost auditor.

None of the Directors and KMP of the Company and their respective relatives are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

The Board commends the Ordinary Resolution at Item No. 7 of the accompanying Notice for ratification by the Members of the Company.

By order of the Board of Directors

Vispi S. Patel

Company Secretary
FCS No.: 7021

Mumbai, June 1, 2026

Registered Office:

Bombay House, 24, Homi Mody Street,
Mumbai 400 001.

Tel: +91 22 6665 8282

Email: tatapower@tatapower.com

Website: www.tatapower.com

CIN: L28920MH1919PLC000567

Details of the Directors Seeking Appointment/Re-Appointment at 107th Annual General Meeting

(In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of Director and DIN	Mr. N. Chandrasekaran (DIN: 00121863)	Ms. Nishi Vasudeva (DIN:03016991)	Mr. Deepak Kapoor (DIN:00162957)
Date of Birth (Age)	June 2, 1963 (62 years)	March 30, 1956 (70 years)	January 7, 1959 (67 years)
Date of first appointment on the Board	February 11, 2017	May 13, 2026	June 1, 2026
Designation/ Category of Directorship	Chairman, Non-Independent, Non-Executive Director	Independent, Non- Executive Director	Independent, Non- Executive Director
Qualifications	<ul style="list-style-type: none"> • Bachelor's degree in Applied Science • Master's degree in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu. 	<ul style="list-style-type: none"> • Bachelor of Arts (Honours) in Economics from Delhi University • MBA from IIM Calcutta 	<ul style="list-style-type: none"> • Bachelor of Commerce from Delhi University (third rank holder) • Fellow Member of The Institute of Chartered Accountants of India • Fellow Member of The Institute of Company Secretaries of India • Member of The Institute of Certified Fraud Examiners, USA
Brief profile and expertise in specific functional areas	<p>Mr. Natarajan Chandrasekaran is the Chairman of Tata Sons, the holding company and promoter of all Tata Group companies. Mr. Chandrasekaran joined the Board of Tata Sons in October 2016 and was appointed Chairman in January 2017. He also chairs the Boards of several group operating companies, including Tata Steel Limited, Tata Motors Limited, Tata Motors Passenger Vehicles Limited, The Tata Power Company Limited, Air India Limited, Tata Consumer Products Limited, Indian Hotels Company Limited, and Tata Consultancy Services Limited (TCS).</p> <p>Before becoming the Chairman, he was the Chief Executive of TCS, a company in which he served 30 years, including 8, until 2017, as its CEO. Under his leadership, TCS became the Country's most valuable company.</p> <p>At the Tata Group, Mr. Chandrasekaran has pursued the 'One Tata' strategy, based on the themes of simplification, scale, and synergy. Now he is driving transformation of the Tata group towards a sustainable future. He has steered the group into new businesses including semiconductors, electronics manufacturing, consumer internet platform, mobile technology and battery giga-factories. The Tata group has expanded its aviation presence with the acquisition of Air India and is building a large global airline. The group's turnover exceeded US\$180 billion with a market cap of US\$328 billion as on March 31, 2025.</p> <p>Mr. Chandrasekaran is on the International Advisory Council of Singapore's Economic Development Board, Mitsubishi's International Advisory Committee and on the Board of Governors of New York Academy of Sciences. He is the Co-Chair of the India US CEO Forum.</p>	<p>Ms. Nishi Vasudeva is an Indian business executive who served as the Chairperson and Managing Director (CMD) of Hindustan Petroleum Corporation Limited (HPCL), a Fortune 500 company, until March 2016. She is the first woman in India to lead an organization within the energy sector and one of the select few globally to serve as the head of an oil company. As CMD of HPCL, she was responsible for establishing the organization's vision and long-term objectives, enhancing growth and profitability and fostering a high-performance culture focused on operational excellence and sustained value creation for stakeholders.</p> <p>Additionally, she served as Chairperson of the Board for several HPCL joint venture companies in collaboration with reputed multinational firms and Indian corporates.</p> <p>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.</p> <p>Ms. Vasudeva is the first Indian to receive the Platts 'Global CEO of the Year' award in Energy sector and has earned multiple other honors, including the SCOPE Individual Leadership award for Excellence in Public Sector Management from the President of India.</p> <p>She has over 38 years of experience in the petroleum industry.</p>	<p>Mr. Deepak Kapoor is a former Chairman of PwC India and was associated with the firm for over 30 years. He was named Partner in 1991 and was the Managing Director between 2007 and 2016.</p> <p>Mr. Kapoor has extensive experience in the audit function as well as business advisory related work and has led deals for more than eight years and practiced in the area of telecom, entertainment and media for over a decade.</p> <p>His experience, in India and overseas, encompasses multiple industries including consumer products, manufacturing, telecom, technology, healthcare, entertainment and media.</p>

Name of Director and DIN	Mr. N. Chandrasekaran (DIN: 00121863)	Ms. Nishi Vasudeva (DIN:03016991)	Mr. Deepak Kapoor (DIN:00162957)
	<p>The numerous recognitions conferred on him include, the Padma Bhushan, one of India's highest civilian awards in 2022 and France's highest civilian award Légion d'Honneur, in 2023. In 2025, he was conferred Honorary Knight of the Most Excellent Order of the British Empire. Mr. Chandrasekaran has been awarded several honorary doctorates by leading Universities in India and internationally, including an honorary Doctor of Letters from Macquarie University, Australia, Doctor Honoris Causa by Nyenrode University, The Netherlands, and Doctor of Letters from the Regional Engineering College, Trichy, Tamil Nadu.</p> <p>Mr. Chandrasekaran is also the author of Bridgital Nation, a groundbreaking book on harnessing technological disruptions to bring Indians closer to their dreams.</p> <p>Mr. Chandrasekaran is an avid photographer, and a passionate long-distance marathon runner. He is a Six Star Finisher of the World Marathon Majors and continues to champion fitness.</p>		
Terms and Conditions of appointment /re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Appointment as an Independent Director for a term commencing with effect from May 13, 2026 upto March 29, 2031, before attaining 75 years of age, not liable to retire by rotation.	Appointment as an Independent Director for a term of 5 (five) years with effect from June 1, 2026 upto May 31, 2031, not liable to retire by rotation.
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Name of listed entities from which the Director has resigned in the past three years	<ul style="list-style-type: none"> • Tata Chemicals Limited 	<ul style="list-style-type: none"> • Hitachi Energy India Limited 	<ul style="list-style-type: none"> • Delhivery Limited
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Tata Consultancy Services Limited • Tata Motors Passenger Vehicles Limited (Formerly Tata Motors Limited) • Tata Motors Limited (Formerly TML Commercial Vehicles Limited) • Tata Steel Limited • The Indian Hotels Company Limited • Tata Consumer Products Limited • Air India Limited • TCS Foundation • Tata Sons Private Limited • Tata Digital Private Limited • Tata Electronics Private Limited • Agratas Energy Storage Solutions Private Limited • Ratan Tata Endowment Foundation 	<ul style="list-style-type: none"> • HCL Technologies Limited • CRISIL Limited • L&T Finance Limited • Atria Convergence Technologies Limited • Tata Projects Limited • Tata Power Renewable Energy Limited • TP Solar Limited 	<ul style="list-style-type: none"> • Nayara Energy Limited • HCL Technologies Limited • Tata Steel Limited • Tata Steel Europe Limited • Tata Steel Minerals Canada Limited

Name of Director and DIN	Mr. N. Chandrasekaran (DIN: 00121863)	Ms. Nishi Vasudeva (DIN:03016991)	Mr. Deepak Kapoor (DIN:00162957)
	<ul style="list-style-type: none"> B20 Global Institute Private Limited Indian Foundation for Quality Management 		
Committee position held in other companies (excluding foreign companies)	<p>Tata Sons Private Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member CSR and ESG Committee - Chairman Risk Management Committee - Chairman <p>Tata Consultancy Services Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Chairman Executive Committee of the Board - Chairman <p>Tata Steel Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member Executive Committee of the Board - Chairman <p>Tata Motors Passenger Vehicles Limited (Formerly Tata Motors Limited)</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member <p>Tata Motors Limited (Formerly TML Commercial Vehicles Limited)</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member <p>The Indian Hotels Company Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member <p>Tata Consumer Products Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member <p>Air India Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member Corporate Social Responsibility and Sustainability Committee - Chairman 	<p>Tata Projects Limited</p> <ul style="list-style-type: none"> Audit Committee- Member Nomination and Remuneration Committee - Chairperson Stakeholders Relationship Committee - Chairperson Risk Management Committee - Member CSR and ESG Committee - Chairperson <p>HCL Technologies Limited</p> <ul style="list-style-type: none"> Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Chairperson Risk Management Committee -Member <p>L&T Finance Limited</p> <ul style="list-style-type: none"> Audit Committee - Member Risk Management Committee - Chairperson Stakeholders Relationship and Customers Protection Committee - Chairperson Nomination and Remuneration Committee - Member <p>Atria Convergence Technologies Limited</p> <ul style="list-style-type: none"> Audit Committee- Member CSR Committee - Member Nomination and Remuneration Committee - Member <p>Tata Power Renewable Energy Limited</p> <ul style="list-style-type: none"> Audit Committee - Member Risk Management Committee - Member Nomination & Remuneration Committee - Chairperson <p>CRISIL Limited</p> <ul style="list-style-type: none"> Audit Committee - Member CSR Committee - Chairperson Nomination & Remuneration Committee - Member 	<p>Nayara Energy Limited</p> <ul style="list-style-type: none"> Audit Committee- Chairman Stakeholders Relationship Committee - Member Risk Management Committee - Member Nomination & Remuneration Committee - Member <p>HCL Technologies Limited</p> <ul style="list-style-type: none"> Audit Committee- Chairman Risk Management Committee - Chairman <p>Tata Steel Limited</p> <ul style="list-style-type: none"> Audit Committee- Chairman Nomination & Remuneration Committee - Member Corporate Social Responsibility and Sustainability Committee - Chairman
Details of remuneration last drawn	Please refer to the Report on Corporate Governance.	Not applicable	Not applicable
Details of remuneration sought to be paid	Eligible for sitting fees for attending the meeting of Board and Committees, as approved by the Board. As a policy, he has abstained from receiving commission from the Company.	Eligible for sitting fees and commission for attending the meeting of Board and Committees, as approved by the Board.	Eligible for sitting fees and commission for attending the meeting of Board and Committees, as approved by the Board.
No. of meetings of the Board attended during the year	5	Not applicable	Not applicable
No. of shares held in the Company either by self or as a beneficial owner	7,00,000 equity shares	Nil	Nil



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