



Annexure-1A

Certified True Copy of the Resolution passed at the
Board Meeting held on 12th August 2020

“RESOLVED that pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any modification, amendment, or re-enactment thereof) (“**Act**”) and other applicable laws, rules and regulations, and subject to applicable provisions of the Memorandum and Articles of Association of The Tata Power Company Limited (“**Company**”) approval from the Reserve Bank of India (“**RBI**”) and sanction of the National Company Law Tribunal, Mumbai Bench (“**Tribunal**”), approval of the members (as applicable) and other classes of persons, if any, of the Company, and statutory/ regulatory authorities, as may be required, and based on the recommendation of the Audit Committee of the Company, the draft Scheme of Amalgamation of Af-Taab Investment Company Limited (“**Transferor Company**”) with The Tata Power Company Limited and their respective shareholders (“**Scheme**”) on the terms and conditions as stated therein submitted before the meeting, duly initialled by the Company Secretary for the purpose of identification, be and is hereby accepted and approved.

FURTHER RESOLVED that since the Transferor Company is a wholly owned subsidiary of the Company no shares shall be issued by the Company as consideration for the proposed Scheme.

FURTHER RESOLVED that Mr. Praveer Sinha, CEO & Managing Director, Mr. Ramesh N. Subramanyam, Chief Financial Officer, Mr. Hanoz M. Mistry, Company Secretary, Mr. Anandakumar Prabhakaran, Chief - Business Finance, Mr. Anand Agarwal, Group Financial Controller, Mr. Jinendra V. Patil, Head Strategic Finance and M&A and Mr. Bipin Kulkarni, Head - Strategic Finance and M&A of the Company, be and are hereby severally authorised to take all such steps in connection with the following:

- (a) Finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company, the draft of the explanatory statements and other attendant documents, as may be necessary, under Sections 230 to 232 and other applicable provisions of the Act, and assent to such alterations, conditions and modifications, if any, to the Scheme as may be prescribed or imposed by the Tribunal or as they may consider necessary or desirable to give effect to the Scheme;
- (b) To sign, verify, consent, execute affidavits, for and on behalf of the Company, as a shareholder/ creditor of the Transferor Company, as maybe applicable, for filing with the Tribunal and/ or any other authorities;
- (c) Making such alterations and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, RBI and/or any other statutory/regulatory authorities, as may be required;
- (d) Settle any question or difficulty arising under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under applicable law);
- (e) To make necessary applications, petitions and appeals to the competent authorities for the purpose for obtaining requisite approvals including ‘in principle’ approvals as and when required before any relevant court, tribunal, RBI or statutory/regulatory authorities;
- (f) To make appropriate applications, filings and as applicable to notify, obtain no-objection/ observation letter or approval from and/or represent before Securities and Exchange Board of India, jurisdictional Registrar of Companies, Ministry of Corporate Affairs, Central Government through the office of the Regional Director, jurisdictional Income tax authorities or any other

TATA POWER

The Tata Power Company Limited

Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 8801

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regulatory authority(ies), in India, as may be necessary, for approval and for the purpose of carrying into effect the Scheme;

- (g) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all, *inter alia*, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, applications (including for holding / dispensation of shareholders' and creditors' meetings), petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations, including regulations prescribed under the Act in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- (h) To suspend, withdraw or review the Scheme from time to time as may be specified by any statutory / competent authority or as may be *suo motu* decided by the Board in its absolute discretion;
- (i) Obtain the requisite approval and/or consent of the shareholders, secured lenders of the Company, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (j) To authenticate any document, instrument, proceeding and record of the Company;
- (k) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars, scrutinizers (for conducting voting at general meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalize their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- (l) Incur such other expenses as may be necessary with regard to the above;
- (m) To file requisite forms with the jurisdictional Registrar of Companies in connection with the Scheme;
- (n) Suitably inform, apply and/or represent to the central and/or state government(s) and/or local authorities, including but not limited to the sub-registrar of assurances, customs authorities, excise authorities, income tax authorities, goods and services tax authorities, employees' state insurance and provident fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned sub-registrar of assurances;
- (o) Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to the concerned authorities on behalf of the Company;
- (p) To make necessary applications to various statutory authorities, as may be required for the purpose of sanction and/or implementation of the Scheme and to make such disclosures to governmental or regulatory authorities as may be required for the purpose;

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- (q) Affix the Common Seal of the Company on such agreements, undertakings, deeds, documents, writings, etc., as may be required (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions as may be required;
- (r) Authorize the officers of the Company and/or any other persons to discuss, negotiate, finalize, execute, sign, submit and file all required documents, deeds of assignment/ conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board; and
- (s) Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid.

FURTHER RESOLVED that the report of the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out the consideration and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per section 232(2) of Companies Act 2013, submitted before the meeting, duly initialled by the Company Secretary for the purpose of identification, be and is hereby adopted and the same be signed by any one of the Directors or Company Secretary on behalf of the Board.

FURTHER RESOLVED that the copy of this resolution certified to be true by any Director of the Company or the Company Secretary be submitted to the concerned authorities and they be requested to act thereon."

Certified True Copy
For The Tata Power Company Limited

(Hanoz M. Mistry)
Company Secretary
FCS No.3606

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AF-TAAB INVESTMENT COMPANY LIMITED
CORPORATE CENTRE, 'B' BLOCK, 34, SANT TUKARAM ROAD,
CARNAC BUNDER, MUMBAI - 400009
CIN: U65990MH1979PLC021037
Tel: 022 6717 1537/6717 1345
Email: kasturis@tatapower.com

Certified true copy of resolution passed at the Board
Meeting held on 11th August 2020

"RESOLVED that pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any modification, amendment, or re-enactment thereof) ("Act") and other applicable laws, rules and regulations and guidelines issued by Reserve Bank of India ("RBI") from time to time and subject to applicable provisions of the Memorandum and Articles of Association of Af-Taab Investment Company Limited ("Transferor Company" or "the Company"), approval from the Reserve Bank of India ("RBI"), sanction of the National Company Law Tribunal, Mumbai Bench ("Tribunal"), approval of the members (as applicable) and other classes of persons, if any, of the Company, and statutory/ regulatory authorities, as may be required, the draft Scheme of Amalgamation of Af-Taab Investment Company Limited ("Transferor Company") with The Tata Power Company Limited ("Transferee Company") and their respective shareholders ("Scheme") on the terms and conditions as stated therein placed before the Board of Directors ("Board") and initiated by the Company Secretary for the purpose of identification be and is hereby accepted and approved.

FURTHER RESOLVED that since the Company is a wholly owned subsidiary of the Transferee Company no shares shall be issued by the Transferee Company as consideration for the proposed Scheme.

FURTHER RESOLVED that in terms of the draft Scheme of Amalgamation of the Company with The Tata Power Company Limited ("Transferee Company") and their respective shareholders ("Scheme"), since the Company will be dissolved without being wound-up, the Board hereby provides its consent to surrender the certificate of registration (CoR)/ license of the Company as a non-banking financial company, with effect from the Effective Date (as defined in the Scheme) and make necessary application(s) with the RBI, to give effect to the Scheme.

FURTHER RESOLVED that any of the Directors, Manager & Chief Financial Officer and the Company Secretary, be and are hereby severally authorised to take all such steps in connection with the following:

- a) meetings of the shareholders and/or creditors of the Company, the draft of the explanatory statements and other attendant documents, as may be necessary, under Sections 230 to 232 and other applicable provisions of the Act, and assent to such alterations, conditions and modifications, if any, to the Scheme as may be prescribed or imposed by the Tribunal and/or RBI or as they may consider necessary or desirable to give effect to the Scheme;
- b) To sign, verify, consent, execute affidavits, for and on behalf of the Company, as a creditor of the Transferee Company, as maybe applicable, for filing with the Tribunal and/ or any other authorities;
- c) Making such alterations and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal and RBI and/or any other statutory/regulatory authorities, as may be required;
- d) Settle any question or difficulty arising under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under applicable law);

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- e) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose for obtaining requisite approvals including 'in principle' approvals as and when required before any relevant court, tribunal or statutory/regulatory authorities;
- f) To make appropriate applications, filings and (as applicable) to notify, obtain no-objection/ observation letter or approval from and/or represent before RBI, Official Liquidator, jurisdictional Registrar of Companies, Ministry of Corporate Affairs, Central Government through the office of the Regional Director, jurisdictional Income tax authorities or any other regulatory authority(ies), in India, as may be necessary, for approval and for the purpose of carrying into effect the Scheme;
- g) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, applications (including for holding / dispensation of shareholders' and creditors' meetings), petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations, including regulations prescribed by RBI or under the Act in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- h) To suspend, withdraw or review the Scheme from time to time as may be specified by any statutory / competent authority or as may be suo motu decided by the Board in its absolute discretion;
- i) Obtain the requisite approval and/or consents of the shareholders, secured lenders of the Company, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- j) To authenticate any document, instrument, proceeding and record of the Company;
- k) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars, scrutinizers (for conducting voting at general meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalize their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- l) Incur such other expenses as may be necessary with regard to the above;
- m) To file requisite forms with the jurisdictional Registrar of Companies in connection with the Scheme;
- n) Suitably inform, apply and/or represent to the central and/or state government(s) and/or local authorities, including but not limited to the sub-registrar of assurances, customs authorities, excise authorities, income tax authorities, goods and services tax authorities , employees' state insurance and provident fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns,

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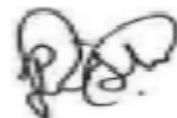
memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned sub-registrar of assurances;

- o) Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to the concerned authorities on behalf of the Company;
- p) To make necessary applications to various statutory authorities, as may be required for the purpose of sanction and/or implementation of the Scheme and to make such disclosures to governmental or regulatory authorities as may be required for the purpose;
- q) Affix the common seal of the Company on such agreements, undertakings, deeds, documents, writings, etc., as may be required, (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions as may be required;
- r) Authorize the officers of the Company and/or any other persons to discuss, negotiate, finalize, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board; and
- s) Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid.

FURTHER RESOLVED that the report of the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out the consideration and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per section 232(2) of Companies Act 2013, submitted before the meeting, duly initialed by the Company Secretary for the purpose of identification, be and is hereby adopted and the same be signed by any one of the Directors on behalf of the Board.

FURTHER RESOLVED that the copy of this resolution certified to be true by any Director of the Company or the Company Secretary be submitted to the concerned authorities and they be requested to act thereon."

Certified True Copy
For Af-Taab Investment Company Limited



Preeti Singh
Company Secretary
ACS No.: 44690