

THE TATA POWER COMPANY LIMITED

Corporate Identity No. (CIN): L28920MH1919PLC000567

Registered Office: Bombay House, 24, Homi Mody Street, Mumbai 400 001.

Tel: 91 22 6665 8282; Email: tatapower@tatapower.com; Website: www.tatapower.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

| VOTING STARTS ON | VOTING ENDS ON |
|--|---|
| Monday, November 14, 2022 at 9:00 a.m. (IST) | Tuesday, December 13, 2022 at 5:00 p.m. (IST) |

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, in view of the COVID-19 pandemic (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, The Tata Power Company Limited ('**Company/Tata Power**') is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.tatapower.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Tuesday, December 13, 2022. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by him. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report, will be announced by the Chairman or such person as authorised, on or before Thursday, December 15, 2022. The same will be displayed on the website of the Company www.tatapower.com, the website of NSDL www.evoting.nsdl.com and shall also be communicated to BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**'), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolution, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e. Tuesday, December 13, 2022.

Special Business:**1. Appointment of Mr. Rajiv Mehrishi (DIN: 00208189) as an Independent Director of the Company**

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

“RESOLVED that Mr. Rajiv Mehrishi (DIN: 00208189), who was appointed by the Board of Directors as an Additional (Non-Executive, Independent) Director of the Company effective October 28, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with the Article 132 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended from time to time, the appointment of Mr. Rajiv Mehrishi (DIN: 00208189), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from October 28, 2022 upto October 27, 2027, be and is hereby approved.”

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/TSR Consultants Private Limited (**‘TCPL’**), the Company’s Registrars and Transfer Agents (**‘RTA’**) as on Friday, October 28, 2022 (**‘Cut-Off Date’**) and whose email addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, October 28, 2022.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No.16 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
6. The remote e-voting shall commence on Monday, November 14, 2022 at 9:00 a.m. (IST) and shall end on Tuesday, December 13, 2022 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing her, Mr. Mitesh Dhaliwala (Membership No. FCS 8331, CP No. 9511) of Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Thursday, December 15, 2022. The Scrutinizer’s decision on the validity of votes cast will be final.
9. The Results declared, alongwith the Scrutinizer’s Report, shall be placed on the Company’s website www.tatapower.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company’s Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Tuesday, December 13, 2022.

10. A copy of this Postal Ballot Notice is also available on the website of the Company viz. www.tatapower.com, the relevant section of the website of BSE viz. www.bseindia.com and NSE viz. www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL viz. www.evoting.nsdl.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investorcomplaints@tatapower.com from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.
13. **Process for Registration of email addresses:**

A. One-time registration of email address with TCPL for receiving the Notice and casting votes electronically:

To facilitate Members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangement with TCPL for registration of email addresses in terms of the MCA Circulars. Eligible Members who have not submitted their email address to TCPL, are required to provide their email address to TCPL, on or before 5:00 p.m. (IST) on Tuesday, December 6, 2022 pursuant to which, any Member may receive on the email address provided by the Member, the Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. The process for registration of email address is as under:

I. For Members who hold shares in Electronic form:

- a) Visit the link https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the name of the Company from the dropdown.
- c) Enter details in respective fields such as DP ID and Client ID, Name of the Member, PAN details, mobile number and email ID.
- d) System will send OTP (One Time Password) on mobile number and email ID.
- e) Enter OTP received on mobile number and email ID and submit.

II. For Members who hold shares in Physical form:

- a) Visit the link https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the name of the Company from dropdown.
- c) Enter details in respective fields such as Folio no. and Certificate no., Name of the Member, PAN details, mobile number and email ID.
- d) System will send OTP on mobile number and email ID.
- e) Enter OTP received on mobile number and email ID and submit.

After successful submission of the email address, NSDL will email a copy of this Notice along with the remote e-voting login process on the email address registered by the Member. In case of any queries, Equity shareholders may write to csg-unit@tclindia.co.in or evoting@nsdl.co.in.

B. Registration of email address permanently with the Company/Depository Participants:

- i. For permanent registration of their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, TCPL by writing to them at csg-unit@tclindia.co.in.
- ii. Alternatively, those Members who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user ID and password for e-voting for the resolution set out in this Notice:
 - 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 and self-attested scanned copy of Aadhaar Card.
 - In case shares are held in electronic mode, please provide DP ID-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.

- If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at note no.13 under Step 1(A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
14. Those Members who have already registered their email addresses, are requested to keep their email addresses validated with their Depository Participants/TCPL to enable servicing of notices/documents/Annual Reports and other communication electronically to their email address in future.
 15. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
 16. The instructions for Members for remote e-voting are as under:

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


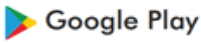


Step 1: Access to NSDL e-voting system

A. Log-in method for remote e-voting for Individual Shareholders/Members holding securities in demat mode

In terms of the Circular issued by the Securities and Exchange Board of India (SEBI) 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.

Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Log-in method for Individual shareholders holding securities in demat mode is given below:

| Type of Equity Shareholders | Log-in Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> a. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 redirected 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. d. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |

| | |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>a. Existing users who have opted for 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 & New System Myeasi Tab and then use your existing my Easi username & 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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 & New System Myeasi Tab and then click on registration option.</p> <p>d. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode logging in through the depository participants</p> | <p>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 redirected 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 redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> |

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 Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Log-in Method | Helpdesk details |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> |

B. Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-voting website?

- i) 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.
- ii) Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.
- iii) 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv) Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) 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***** |
| b) 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***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

v) 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 ID. 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 IDs are not registered.**

- vi) 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.co.in 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.
- vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- viii) Now, you will have to click on 'Login' button.
- ix) After you click on the 'Login' button, Home page of e-voting will open.

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

How to cast your vote electronically on NSDL e-voting system?

- A. 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 is in active status.
- B. Select 'EVEN' of Company which is 122796 for which you wish to cast your vote during the remote e-voting period.
- C. Now you are ready for e-voting as the Voting page opens.
- D. 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.

- E. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-voting' tab in their login.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Assistant Vice President - NSDL at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of email IDs for e-voting for the resolutions set out in this notice:

- A. 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 investorcomplaints@tatapower.com.

- B. In case shares are held in electronic mode, please provide DPID-CLID (16 digit DPID + CLID 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 investorcomplaints@tatapower.com. 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) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- C. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- D. 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 ID correctly in their demat account in order to access e-voting facility.

By order of the Board of Directors,
For **The Tata Power Company Limited**

H. M. Mistry
Company Secretary
FCS No.3606

Mumbai, October 28, 2022

Registered Office:

Bombay House,
24, Homi Mody Street,
Mumbai 400 001.
CIN: L28920MH1919PLC000567
Tel: 91 22 6665 8282
Email: tatapower@tatapower.com
Website: www.tatapower.com

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 (the 'Act')

The following statement sets out all the material facts relating to the resolution to be passed as mentioned in the accompanying Notice:

Item No.1 :

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board noted that Mr. Rajiv Mehrishi's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Rajiv Mehrishi (DIN: 00208189) is eligible for appointment as an Additional Director of the Company and also as an Independent Director, not being liable to retire by rotation, for a term of 5 years i.e. from October 28, 2022 to October 27, 2027, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Listing Regulations and Article 132 of the Articles of Association of the Company, Mr. Mehrishi 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 declaration from Mr. Mehrishi to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. The Company has also received from Mr. Mehrishi (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Mehrishi has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

Further, Mr. Mehrishi has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Mehrishi has also confirmed that he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

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

The terms and conditions of his appointment shall be open for inspection by the Members of the Company, without payment of any fees, at the Registered Office of the Company during business hours (between 10:00 a.m. to 3:00 p.m. IST) on all working days (except Saturdays, Sundays and holidays), until the last date of remote e-voting.

A brief profile of Mr. Mehrishi is as under:

Mr. Mehrishi is a retired Indian Administrative Service (IAS) officer of the 1978 batch belonging to the Rajasthan cadre and has a wide experience of over 42 years.

Mr. Mehrishi has served in various key posts in both, Union and Rajasthan Government. During his stint as Joint Secretary, Department of Company Affairs, he was involved in the enactment of the Competition Act, and re-writing the Companies Act, 1956, which gave him an insight into the functioning of companies and company law. He also re-wrote the transport taxation laws and the rules for the Narcotics and Psychotropic Substances Act, 1984, which became a template for all other states in the country. He was pivotally involved in the important reforms of setting up the Monetary Policy Committee and enactment of the Insolvency and Bankruptcy Code.

During his tenure as the Principal Secretary-Finance and the Chief Secretary in Rajasthan, he gathered good understanding about functioning of the State Government, Centre-State relations and of fiscal federalism, which was accentuated by his experience as the Union Finance Secretary. As Principal Secretary-Finance in Rajasthan, he played a central role in conceptualising and introducing the biometric and bank-linked 'Bhamashah' card, even before the Aadhaar card scheme was announced by the Government of India in 2009.

Thereafter, he held the position of Union Home Secretary in the Central Government. Later, as the 13th Comptroller and Auditor General of India (C&AG), he had the experience of auditing various transactions of both, State and Central Government across all Departments and Ministries.

In 2022, he was awarded the Padma Bhushan.

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

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

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the appointment of Mr. Mehrishi as Independent Director is now being placed before the Members for their approval.

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



TATA POWER

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with Mr. Mehrishi:

| Name of the Director | Area of skills/expertise/competence | | | | | |
|----------------------|-------------------------------------|---------|------------|----|------------|---------------------------|
| | Strategy | Finance | Leadership | HR | Governance | Government/ Regulatory |
| Mr. Rajiv Mehrishi | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

Other than Mr. Mehrishi and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.1 of the accompanying Notice.

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

By order of the Board of Directors,
For **The Tata Power Company Limited**

H. M. Mistry
Company Secretary
FCS No.3606

Mumbai, October 28, 2022

Registered Office:

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

CIN: L28920MH1919PLC000567

Tel: 91 22 6665 8282

Email: tatapower@tatapower.com

Website: www.tatapower.com

Details of the Director seeking appointment
(In pursuance of Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

| | |
|--|---|
| Name of Director and DIN | Mr. Rajiv Mehrishi (DIN: 00208189) |
| Date of Birth (Age) | August 8, 1955 (67 years) |
| Date of Appointment | October 28, 2022 |
| Expertise in specific functional areas | <p>Mr. Rajiv Mehrishi is a retired Indian Administrative Service (IAS) officer of the 1978 batch belonging to the Rajasthan cadre and has a wide experience of over 42 years.</p> <p>Mr. Mehrishi has served in various key posts in both, Union and Rajasthan Government. During his stint as Joint Secretary, Department of Company Affairs, he was involved in the enactment of the Competition Act, and re-writing the Companies Act, 1956, which gave him an insight into the functioning of companies and company law. He also re-wrote the transport taxation laws and the rules for the Narcotics and Psychotropic Substances Act, 1984, which became a template for all other states in the country. He was pivotally involved in the important reforms of setting up the Monetary Policy Committee and enactment of the Insolvency and Bankruptcy Code.</p> <p>During his tenure as the Principal Secretary-Finance and the Chief Secretary in Rajasthan, he gathered good understanding about functioning of the State Government, Centre-State relations and of fiscal federalism, which was accentuated by his experience as the Union Finance Secretary. As Principal Secretary-Finance in Rajasthan, he played a central role in conceptualising and introducing the biometric and bank-linked 'Bhamashah' card, even before the Aadhaar card scheme was announced by the Government of India in 2009.</p> <p>Thereafter, he held the position of Union Home Secretary in the Central Government. Later, as the 13th Comptroller and Auditor General of India (C&AG), he had the experience of auditing various transactions of both, State and Central Government across all Departments and Ministries.</p> <p>In 2022, he was awarded the Padma Bhushan.</p> |
| Qualifications | Degree in B.A. (History Hons.) and M.A. (History) from St. Stephen's College, Delhi. Master of Business Administration from the University of Strathclyde, Glasgow, Scotland. |
| Directorships held in other companies (excluding foreign companies) | <ul style="list-style-type: none"> • Piramal Enterprises Limited • Dabur India Limited • NSE International Financial Services Centre (IFSC) Limited • Infomerics Analytics and Research Private Limited • Leaps Insights Foundation • Tata Power Renewable Energy Limited |
| Resignation from Listed Entities in past three years | Nil |

| | |
|---|---|
| <p>Committee position held in other companies</p> | <p>Audit Committee Chairman • Piramal Enterprises Limited</p> <p>Member • Dabur India Limited • Tata Power Renewable Energy Limited</p> <p>Corporate Social Responsibility Committee Member • Piramal Enterprises Limited</p> <p>Nomination and Remuneration Committee Member • NSE International Financial Services Centre (IFSC) Limited</p> <p>Advisory Committee Chairman • NSE International Financial Services Centre (IFSC) Limited</p> <p>Standing Committee on Technology Member • NSE International Financial Services Centre (IFSC) Limited</p> |
| <p>Remuneration</p> | <p>Eligible for sitting fees and commission, as approved by the Board</p> |
| <p>No. of meetings of the Board attended during the year</p> | <p>N.A.</p> |
| <p>No. of shares held: (a) Own (b) For other persons on a beneficial basis</p> | <p>Nil Nil</p> |