



16th April 2025

To,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/1, 'G' Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sirs,

Sub: Compliance Report on Corporate Governance for the quarter ended 31st March 2025

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed quarterly Compliance Report on Corporate Governance for the quarter ended 31st March 2025.

We request you to kindly take note of the above intimation.

Thanking You,

Yours faithfully,
For Tata Power Renewable Energy Limited

Jeraz E Mahernosh
Company Secretary
FCS: 7008

Encl: As above

Tata Power Renewable Energy Limited

CIN : U40108MH2007PLC168314

C/o The Tata Power Company Limited

Corporate Centre, A Block, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400 009

Tel: +91 22 6717 1000 Extn: 1626

Email: tprel@tatapower.com Website: www.tatapower.com/renewables

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **TATA POWER RENEWABLE ENERGY LIMITED**
2. Quarter ending : 31st March 2025

| Title (Mr./ Ms.) | Name of the Director | DIN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)& | Initial date of Appointment | Date of Re-appointment | Date of cessation | Tenure (in months) | Date of Birth | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|----------------------|----------------|---|-----------------------------|------------------------|-------------------|--------------------|---------------|---|---|--|---|
| Mr. | Saurabh Agrawal | DIN – 02144558 | Chairperson-Non-Executive-Non-Independent | 18.10.2022 | - | - | NA | 13.08.1969 | 5 | 0 | 2 | 0 |
| Dr. | Praveer Sinha | DIN – 01785164 | Non-Executive-Non-Independent | 07.05.2018 | - | - | NA | 08.04.1962 | 3 | 0 | 1 | 0 |
| Ms. | Anjali Bansal | DIN – 00207746 | Non-Executive-Independent | 18.10.2022 | - | - | 29.13 | 25.02.1971 | 5 | 5 | 5 | 0 |
| Mr. | Rajiv Mehrishi | DIN – 00208189 | Non-Executive-Independent | 18.10.2022 | - | - | 29.13 | 08.08.1955 | 5 | 5 | 5 | 2 |
| Mr. | Edward Winter | DIN – 10110377 | Non-Executive-Non-Independent | 17.04.2023 | - | 08.01.2025 | NA | 02.01.1983 | NA | NA | NA | NA |
| Mr. | Seethapathy Chander | DIN – 02336635 | Non-Executive-Independent | 05.05.2023 | - | - | 22.26 | 27.12.1954 | 1 | 1 | 3 | 2 |
| Mr. | Deepesh Nanda | DIN – 03151401 | Executive | 01.11.2023 | - | - | NA | 18.08.1973 | 1 | 0 | 1 | 0 |
| Ms. | Nishi Vasudeva | DIN- 03016991 | Non-Executive-Independent | 20.03.2024 | - | - | 12.11 | 30.03.1956 | 5 | 5 | 8 | 2 |
| Mr. | Bradley Kim | DIN- 10883878 | Non-Executive-Non-Independent | 08.01.2025 | - | - | NA | 07.12.1977 | 1 | 0 | 2 | 0 |

| II. Composition of Committees | | | | | |
|---|--|----------------------------------|--|----------------------------|--------------------------|
| Name of Committee | Whether Regular Chairperson appointed | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/independent/Nominee)& | Date of Appointment | Date of Cessation |
| 1. Audit Committee of Directors | Yes | Mr. Seethapathy Chander | Chairman-Non-Executive-Independent | 05.05.2023 | - |
| | | Ms. Anjali Bansal | Non-Executive-Independent | 12.12.2022 | - |
| | | Mr. Rajiv Mehrishi | Non-Executive-Independent | 12.12.2022 | - |
| | | Mr. Edward Winter | Non-Executive-Non Independent | 05.05.2023 | 08.01.2025 |
| | | Ms. Nishi Vasudeva | Non-Executive-Independent | 25.04.2024 | - |
| | | Mr. Bradley Kim | Non-Executive-Non Independent | 28.01.2025 | - |
| 2. Nomination & Remuneration Committee | Yes | Ms. Anjali Bansal | Chairperson -Non-Executive-Independent | 12.12.2022 | - |
| | | Mr. Seethapathy Chander | Non-Executive-Independent | 05.05.2023 | - |
| | | Mr. Saurabh Agrawal | Non-Executive-Non Independent | 12.12.2022 | - |
| 3. Corporate Social Responsibility and Sustainability Committee | Yes | Mr. Rajiv Mehrishi | Chairman- Non-Executive-Independent | 12.12.2022 | - |
| | | Mr. Edward Winter | Non-Executive-Non Independent | 24.04.2023 | 08.01.2025 |
| | | Mr. Deepesh Nanda | Executive | 25.04.2024 | - |
| | | Mr. Bradley Kim | Non-Executive-Non Independent | 28.01.2025 | - |
| 4. Risk Management Committee | Yes | Mr. Seethapathy Chander | Chairman - Non-Executive-Independent | 20.07.2023 | - |
| | | Mr. Edward Winter | Non-Executive-Non Independent | 24.04.2023 | 08.01.2025 |
| | | Ms. Nishi Vasudeva | Non-Executive-Independent | 25.04.2024 | - |
| | | Mr. Deepesh Nanda | Executive | 25.04.2024 | - |
| | | Mr. Bradley Kim | Non-Executive-Non Independent | 28.01.2025 | - |
| 5. Stakeholder Relationship Committee | Yes | Mr. Seethapathy Chander | Chairman - Non-Executive-Independent | 05.05.2023 | - |
| | | Mr. Edward Winter | Non-Executive-Non Independent | 05.05.2023 | 08.01.2025 |
| | | Mr. Deepesh Nanda | Executive | 25.04.2024 | - |
| | | Mr. Bradley Kim | Non-Executive-Non Independent | 28.01.2025 | - |

&Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

| III. Meeting of Board of Directors | | | | | | |
|--|--|--|-------------------------------------|---|---|--|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* Yes/No | Number of Directors present* | Number of independent directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
| 22.10.2024 | 28.01.2025 | Yes | 8 | 4 | 4 | 97 days |
| <i>* to be filled in only for the current quarter meetings</i> | | | | | | |
| IV. Meeting of Committees | | | | | | |
| | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) Yes/No* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee | 28.01.2025 | Yes | 4 | 4 | 22.10.2024 | 97 days |
| Nomination & Remuneration Committee | No meeting held | NA | NA | NA | No meeting held | NA |
| Corporate Social Responsibility and Sustainability Committee | No meeting held | NA | NA | NA | No meeting held | NA |
| Risk Management Committee | No meeting held | NA | NA | NA | 01.10.2024 | NA |
| Stakeholders Relationship Committee | No meeting held | NA | NA | NA | 01.10.2024 | NA |
| <i>*This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional. **to be filled in only for the current quarter meetings</i> | | | | | | |
| V. Related Party Transactions | | | | | | |
| Subject | | | | | Compliance status (Yes/No/NA)^{refer note below} | |
| Whether prior approval of audit committee obtained | | | | | Yes | |
| Whether shareholder approval obtained for material RPT | | | | | NA (Tata Power Renewable Energy Limited ('TPREL') is closely held by The Tata Power Company Limited ('TPCL') and | |

| | |
|---|---|
| | <p>GreenForest New Energies Bidco Limited, both being related parties. Accordingly, prior shareholders' approval could not be obtained at TPREL shareholders level.</p> <p>In view of the above, the shareholders of TPCL, the Holding Company, approved the material related party transaction between TPREL and TP Vardhaman Surya Limited, as mentioned below, under Regulation 23 of the SEBI LODR, through Postal Ballot of TPCL, on 17th March 2025.</p> |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |
| <p>Note <i>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</i></p> <p>1 <i>If status is "No" details of non-compliance may be given here.</i></p> | |
| <p>VI. Affirmations</p> <ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.- Yes 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee -Yes b. Nomination & Remuneration Committee -Yes c. Corporate Social Responsibility Committee – Yes d. Stakeholders Relationship Committee -Yes e. Risk Management Committee -Yes 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Yes 5. <ol style="list-style-type: none"> a. This report has been placed before Board of Directors: It shall be placed in the forthcoming Board Meeting. b. The report submitted in the previous quarter has been placed before Board of Directors: Yes c. Any comments/observations/advice of the Board of Directors may be mentioned here: N.A. | |
| <p>Details of Material Related Party Transactions during the quarter ended 31st March 2025: ICDs were given to TP Vardhaman Surya limited ('TVSL') amounting to ₹ 1,525.99 crore during the FY25.</p> | |
| <p>Details of Cyber Security Incidence:</p> | |

| Details of Cyber Security Incidence | |
|--|-----------------------------------|
| Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter. | No |
| Date of the event | Brief details of the event |
| | NA |
| Name & Designation: Jeraz E Mahernosh Company Secretary & Compliance Officer/Managing Director/CEO | |