

NOTICE

Notice is hereby given that an Extraordinary General Meeting of Tata Power Renewable Energy Limited ('the Company') will be held on Wednesday, 25th February 2026 at 12:00 Noon (IST), through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

Special Business:**1. Appointment of Mr. Pramod Agrawal (DIN: 00279727) as a Director and as an Independent Director of the Company**

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

“RESOLVED that Mr. Pramod Agrawal (DIN: 00279727), who was appointed as an Additional (Independent) Director of the Company with effect from 10th December 2025 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 ('Act') read with Article 79 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), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, Regulation 62D and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") as amended from time to time and Article 74 of the Articles of Association of the Company, the appointment of Mr. Pramod Agrawal (DIN: 00279727) 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 three (3) years commencing from 10th December 2025 upto 9th December 2028, be and is hereby approved.”

2. Appointment of Dr. Ajay Mathur (DIN: 07490468) as a Director and as an Independent Director of the Company

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

“RESOLVED that Dr. Ajay Mathur (DIN: 07490468), who was appointed as an Additional (Independent) Director of the Company with effect from 10th December 2025 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 ('Act') read with Article 79 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), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, Regulation 62D and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") as amended from time to time and Article 74 of the Articles of Association of the Company, the appointment of Dr. Ajay Mathur (DIN: 07490468) 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 three (3) years commencing from 10th December 2025 upto 9th December 2028, be and is hereby approved.”

NOTES:

1. Pursuant to General Circular Nos.14/2020 dated 8th April 2020, No.17/2020 dated 13th April 2020, No.20/2020 dated 5th May 2020, No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021, No. 2/2022 dated 5th May 2022, No. 10/2022 dated 28th December 2022, No. 09/2023 dated 25th September 2023, No. 09/2024 dated 19th September 2024 and No. 3/2025 dated 22nd September 2025, issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the Extra-Ordinary General Meeting ('EGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the EGM of the Company is being held through VC/OAVM on 25th February 2026. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company, which shall be deemed venue of the EGM.
3. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos.1 and 2 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos.1 and 2 above and the relevant details of the Directors seeking appointment as set out in the Items above, as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standards-2') is annexed hereto as Annexure-A.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
6. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the EGM through VC/OAVM and to vote thereat are requested to send a certified copy of the Board Resolution/authorisation by e-mail at santoshc@tatapower.com.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Members will be allowed to pose questions during the course of the EGM. The queries can also be given in advance by e-mail at santoshc@tatapower.com.
8. In the case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. In line with the MCA Circular dated 5th May 2020, Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
10. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice.
11. **INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM THROUGH VC/OAVM:**
 - The Members will be provided with a facility to attend the EGM through VC/OAVM through the Microsoft Teams platform and they may access the same from the link sent on their e-mail. On clicking the link as provided by the Company, the Members will be able to attend and participate in the proceedings of the EGM and pose questions.

- Members may join the EGM through Laptops, Smartphones, Tablets and iPads for a better experience. Further, Members will be required to allow a camera and to use the Internet at a good speed to avoid any disturbance during the EGM. 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 networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, for all those Members who are present during the EGM through VC/OAVM.
- Only those Members who will be present at the EGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the EGM.
- Members who need assistance before or during the EGM may contact Mr. Santosh C.R., Company Secretary by e-mailing at santoshc@tatapower.com.
- The Notice will also be available on the Company's website at www.tatapower.com/renewables.
- The EGM shall be conducted through the Microsoft Teams platform and as the number of members is less than 50, the Chairman may decide to conduct the voting by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, Members are requested to convey their vote at santoshc@tatapower.com.
- Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to santoshc@tatapower.com upto the conclusion of EGM.
- The statutory records, registers, returns and all the documents referred to in this Notice, shall be available for inspection electronically during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM and during the EGM. Members seeking inspection of such documents may send their request in writing in advance to the Company at santoshc@tatapower.com.

By Order of the Board of Directors of
Tata Power Renewable Energy Limited



Santosh C.R.
Company Secretary
ACS: 20179

Mumbai, 13th February, 2026

Registered Office:

C/o. The Tata Power Company Limited,
Corporate Center A,
34, Sant Tukaram Road, Carnac Bunder,
Mumbai 400 009.
CIN: U40108MH2007PLC168314
Tel: +91 22 6717 1000
e-mail: tprel@tatapower.com
Website: www.tatapower.com/renewables

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), given hereunder sets out all material facts relating to the special businesses mentioned at Item Nos.1 and 2 of the accompanying Notice dated 13th February, 2026:

Item No.1:

The Board of Directors of the Company had appointed Mr. Pramod Agrawal as an Additional (Independent) Director of the Company with effect from 10th December 2025 pursuant to Section 161(1) of the Act and Article 79 of the Articles of Association of the Company.

In terms of Regulation 62D(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is required to seek approval of the shareholders for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Agrawal holds office up to 9th March 2026 (i.e. 3 months from the date of his appointment), but is eligible for appointment as a Director. 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. Agrawal 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 62N(9) 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. Agrawal (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. Agrawal 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.

In the opinion of the Board, Mr. Agrawal 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.

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

The terms and conditions of appointment of Mr. Agrawal as an Independent Director are uploaded on the website of the Company at www.tatapower.com/renewables 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 EGM.

Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company. The Board recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

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

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

Item No.2:

The Board of Directors of the Company had appointed Dr. Ajay Mathur as an Additional (Independent) Director of the Company with effect from 10th December 2025 pursuant to Section 161(1) of the Act and Article 79 of the Articles of Association of the Company.

In terms of Regulation 62D(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is required to seek approval of the shareholders for the appointment of a person on the Board of Directors at the next general meeting or within a time

period of three months from the date of appointment, whichever is earlier. Dr. Mathur holds office only up to 9th March 2026 (i.e. 3 months from the date of his appointment), but is eligible for appointment as a Director. 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 Dr. Mathur 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 62N(9) 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 Dr. Mathur (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. Dr. Mathur 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.

In the opinion of the Board, Dr. Mathur 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.

A brief profile and other details of Dr. Mathur are annexed to this Notice.

The terms and conditions of appointment of Dr. Mathur as an Independent Director are uploaded on the website of the Company at www.tatapower.com/renewables 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 EGM.

Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company. The Board recommends the Special Resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company.

Other than Dr. Mathur and/or his relatives, none of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.2 of the accompanying Notice.

Dr. Mathur is not related to any Director or KMP of the Company.

By Order of the Board of Directors of
Tata Power Renewable Energy Limited



Santosh C.R.
Company Secretary
ACS: 20179

Mumbai, 13th February, 2026

Registered Office:

C/o. The Tata Power Company Limited,
Corporate Center A,
34, Sant Tukaram Road, Carnac Bunder,
Mumbai 400 009.
CIN: U40108MH2007PLC168314
Tel: +91 22 6717 1000
e-mail: tprel@tatapower.com
Website: www.tatapower.com/renewables

**Details of the Directors seeking appointment at the Extraordinary General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

Name of Director & DIN	Mr. Pramod Agrawal (DIN: 00279727)	Dr. Ajay Mathur (DIN: 07490468)
Designation / Category of Directorship	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth (Age)	3 rd June 1963 (62 years)	30 th August 1958 (67 years)
Date of first appointment on the Board	10 th December 2025	10 th December 2025
Qualifications, Experience	<ul style="list-style-type: none"> • B. Tech (Civil) from IIT Mumbai • M. Tech (Design Engineering) from IIT Delhi 	<ul style="list-style-type: none"> • Bachelor's degree in Chemical Engineering from University of Roorkee • Master's and PhD degrees from the University of Illinois.
Brief profile and expertise in specific functional areas	<p>Mr. Pramod Agrawal is the former Chairman and Managing Director ('CMD') of Coal India Limited. He has served as Joint Secretary in the Department of Disinvestment, Ministry of Finance, Government of India. He has about three decades of administrative experience as an IAS Officer in varied fields at State as well as Central level. Mr. Agrawal has worked as Principal Secretary in Government of Madhya Pradesh in different departments directly linked with public welfare. He served as CMD of Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited, CEO of Madhya Pradesh Rural Road Development Authority and District Collector, Morena & Mahasamund. He also serves on the Boards of The Tata Power Company Limited, Tata Steel Limited, Trident Limited and Century Plyboards (India) Limited. He is also a distinguished visiting professor at the Indian Institute of Management, Ranchi.</p> <p>Mr. Agrawal has completed B. Tech (Civil) in 1986, from IIT Mumbai and M. Tech (Design Engineering) in 1988, from IIT Delhi.</p> <p>Mr. Agrawal has core competency in the field of project management, strategic alliances, tactical planning, and high-stake negotiations. He has been professionally trained in Project Appraisal and Risk Management from Duke University, Raleigh, USA, Management of Technical Cooperation Projects from ITCILO Turin, Programme on Infrastructure, Development and Financing from IIM Ahmedabad, and Infrastructure</p>	<p>Dr. Ajay Mathur is a Professor of Practice in the School of Public Policy at IIT, Delhi. He was previously the Director General of: the International Solar Alliance (ISA) (2021-2025), The Energy and Resources Institute (TERI) (2016-2021), and the Bureau of Energy Efficiency (BEE) (2006-2012 and 2013-2016). He served as the interim Director of the Green Climate Fund during its foundational period (2012-2013). He was, for many years, till he was elected as DG of ISA, a member of the Prime Minister of India's Council on Climate Change, and co-chair of the global Energy Transitions Commission and the Clean Cooling Initiatives of the One Planet Summit. He was a leading Indian and G-77 climate change negotiator (2007-2011) and was the Indian spokesperson at the Paris climate negotiations (2015).</p> <p>Dr. Mathur was a member of the Intergovernmental Panel on Climate Change (IPCC) which was awarded the 2007 Nobel Peace Prize. He was appointed a Chevalier de l'Ordre national du Merite by the President of France in recognition of his outstanding commitment to preserving the environment and coping with energy-related challenges.</p> <p>He is a Fellow of the Institution of Engineers, of the National Academy of Engineering, and of the Royal Institute of Chartered Surveyors. He is a member of the Board of E-Cubed, and a member of the Advisory Boards of Lightrock Energy Acceleration Fund, PowerRoll, and Cenergist. He also chairs the Indian Task Force to Prepare a Roadmap for Energy Sector Education.</p>

	<p>Planning and Management from IIM Bangalore, and Study on Road Management Policies and Practices from Royal Melbourne Institute of Technology, Melbourne.</p>	<p>He holds a Ph.D. and M.S. in Chemical Engineering from the University of Illinois at Chicago and a B.Eng. from the University of Roorkee.</p> <p>Dr. Mathur works in the areas of clean energy transition and of global climate change. In particular, he focusses on policy issues that enable climate finance; public regulations that foster private sector investment in clean technology; and public policy that stimulates technological innovation in the clean-energy sector.</p>
Terms and Conditions of appointment	<p>Appointment as an Independent Director for a term of three years commencing from 10th December 2025 up to 9th December 2028, not liable to retire by rotation.</p>	<p>Appointment as an Independent Director for a term of three years commencing from 10th December 2025 up to 9th December 2028, not liable to retire by rotation.</p>
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	<p>None</p>	<p>None</p>
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • The Tata Power Company Limited • Tata Steel Limited • Century Plyboards (India) Limited • Trident Limited • Bajaj Electricals Limited 	<p>Ecube Investment Advisors Private Limited</p>
Committee position held in other companies	<p><u>Audit Committee</u></p> <p><i>Member</i></p> <ul style="list-style-type: none"> • The Tata Power Company Limited • Tata Steel Limited • Trident Limited <p><u>Stakeholders' Relationship Committee</u></p> <p><i>Chairman</i></p> <ul style="list-style-type: none"> • Tata Steel Limited <p><u>Nomination and Remuneration Committee</u></p> <p><i>Chairman</i></p> <ul style="list-style-type: none"> • Trident Limited <p><u>Safety, Health and Environment Committee</u></p> <p><i>Member</i></p> <ul style="list-style-type: none"> • Tata Steel Limited 	<p>Nil</p>

Details of remuneration last drawn	N.A.	N.A.
Details of remuneration sought to be paid	He will be eligible for siting fees for attending Board and Committee meetings of the Company.	He will be eligible for siting fees for attending Board and Committee meetings of the Company.
No. of meetings of the Board attended during the year	N.A.	N.A.
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	Nil Nil	Nil Nil