



June 13, 2022
BJ/SH-L2/

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Bldg., P. J. Towers,
Dalal Street, Fort,
Mumbai 400 001.
Scrip Code: 500400

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051.
Symbol: TATAPOWER EQ

Dear Sirs,

Sub: **Notice of the 103rd Annual General Meeting (AGM) of the Company for FY 2021-22**

We forward herewith the Notice of the 103rd AGM of the Company scheduled to be held on Thursday, July 7, 2022 at 3 p.m. (IST) via two-way Video Conference/Other Audio-Visual Means. The said Notice forms part of the Integrated Annual Report and Annual Accounts of the Company for the Financial Year 2021-22.

The Notice of the AGM forming part of the Annual Report is also available on the website of the Company at <https://www.tatapower.com/pdf/investor-relations/103Annual-Report-2021-22.pdf>.

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Please take the same on record.

Thanking-you,

Yours faithfully,
For The Tata Power Company Limited

(H. M. Mistry)
Company Secretary

Encl.

TATA POWER

The Tata Power Company Limited

Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001

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Website : www.tatapower.com Email : tatapower@tatapower.com CIN : L28920MH1919PLC000567



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NOTICE IS HEREBY GIVEN THAT THE ONE HUNDRED AND THIRD ANNUAL GENERAL MEETING OF THE TATA POWER COMPANY LIMITED will be held on Thursday, July 7, 2022 at 3 p.m. (IST) through Video Conferencing/Other Audio Visual Means, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the financial year ended March 31, 2022.
4. To appoint a Director in place of Mr. Saurabh Agrawal (DIN:02144558), who retires by rotation and, being eligible, offers himself for re-appointment.
5. **Re-appointment of Statutory Auditors**

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

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, S R B C & CO. LLP (SRBC), Chartered Accountants (ICAI Firm Registration No.324982E/E300003), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this the 103rd Annual General Meeting (AGM) of the Company till the conclusion of the 108th AGM of the Company to be held in the year 2027 to examine and audit the accounts of the Company at Mumbai and the divisions, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

Special Business:

6. **Appointment of Mr. Kesava Menon Chandrasekhar (DIN:06466854) as a Director and his re-appointment as an Independent Director for a second term**

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

“RESOLVED that Mr. Kesava Menon Chandrasekhar (DIN: 06466854), who was appointed as an Additional Director of the Company effective May 4, 2022 by the Board of

Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Article 132 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member 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 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, 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 re-appointment of Mr. Kesava Menon Chandrasekhar, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, for the second consecutive term, i.e., from May 4, 2022 to February 19, 2023 and who would not be liable to retire by rotation, be and is hereby approved.”

7. **Material Related Party Transaction(s) with PT Kaltim Prima Coal**

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

“RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed

in the Explanatory Statement, with PT Kaltim Prima Coal (KPC), a related party of The Tata Power Company Limited (the Company) on such terms and conditions as may be agreed between the Company and KPC, for an aggregate value not exceeding ₹ 12,000 crore during FY23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

8. Material Related Party Transaction(s) with Tata Projects Limited

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time, and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether

by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with Tata Projects Limited (TPL), a related party of The Tata Power Company Limited (the Company) on such terms and conditions as may be agreed between the Company and TPL, for an aggregate value not exceeding ₹ 2,930 crore during FY23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

9. Material Related Party Transaction(s) with Tata Steel Limited

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/

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arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Tata Steel Limited (TSL), a related party of The Tata Power Company Limited (the Company) on such terms and conditions as may be agreed between the Company and TSL, for an aggregate value not exceeding ₹ 2,630 crore during FY23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

10. **Material Related Party Transaction(s) between Tata Power Solar Systems Limited and Tata Power Renewable Energy Limited**

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to

be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Solar Systems Limited (TPSSL) and Tata Power Renewable Energy Limited (TPREL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 6,035 crore during FY23, on such terms and conditions as may be agreed between TPSSL and TPREL, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of TPSSL and TPREL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

11. **Material Related Party Transaction(s) between Tata Power Solar Systems Limited and TP Saurya Limited**

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Solar Systems Limited (TPSSL) and TP Saurya Limited (TPSL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 3,800 crore during FY23, on such terms and conditions as may be agreed between TPSSL and TPSL, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of TPSSL and TPSL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to

exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

12. Material Related Party Transaction(s) between Tata Power Solar Systems Limited and Tata Power Green Energy Limited

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Solar Systems Limited (TPSSL) and Tata Power Green Energy Limited (TPGEL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 1,520 crore during FY23, on such terms and conditions as may be agreed between TPSSL and TPGEL, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of TPSSL and TPGEL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

13. Material Related Party Transaction(s) between Tata Power Solar Systems Limited and Walwhan Renewable Energy Limited

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Solar Systems Limited (TPSSL) and Walwhan Renewable Energy Limited (WREL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 1,285 crore during FY23, on such terms and conditions as may be agreed between TPSSL and WREL, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of TPSSL and WREL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

14. Material Related Party Transaction(s) between Tata Power Solar Systems Limited and Chirasthaayee Saurya Limited

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee

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of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Solar Systems Limited (TPSSL) and Chirasthaayee Saurya Limited (CSL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 1,040 crore during FY23, on such terms and conditions as may be agreed between TPSSL and CSL, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of TPSSL and CSL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

15. **Material Related Party Transaction(s) between Tata Power Solar Systems Limited and TP Kirnali Limited**

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Solar Systems Limited (TPSSL) and TP Kirnali Limited (TPKL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 1,015 crore during FY23, on such terms and conditions as may be agreed between TPSSL and TPKL, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's

length and in the ordinary course of business of TPSSL and TPKL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

16. **Material Related Party Transaction(s) between Tata Power Trading Company Limited and Maithon Power Limited**

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Trading Company Limited (TPTCL) and Maithon Power Limited (MPL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 1,800 crore during FY23, on such terms and conditions as may be agreed between TPTCL and MPL, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of TPTCL and MPL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the

Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

17. Material Related Party Transaction(s) between Tata Power Trading Company Limited and Tata Power Delhi Distribution Limited

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

"RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of The Tata Power Company Limited (the Company) i.e. Tata Power Trading Company Limited (TPTCL) and Tata Power Delhi Distribution Limited (TPDDL), both subsidiaries of the Company, for an aggregate value not exceeding ₹ 1,500 crore during FY23, on such terms and conditions as may be agreed between TPTCL and TPDDL, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of TPTCL and TPDDL.

RESOLVED FURTHER that the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

18. Change in place of keeping Registers and Records

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

"RESOLVED that in supersession of all Resolutions passed earlier in this regard and pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the

Companies (Management and Administration) Rules, 2014, consent of the Members of the Company be and is hereby accorded to keep the Registers as prescribed under Section 88 of the Act, and copies of all Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and/or at the office of TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited), Registrars and Transfer Agents ('RTA') of the Company at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400083, Maharashtra, India and/or at such other place where the RTA may shift its office within Mumbai from time to time.

RESOLVED FURTHER that the Board of Directors and/or any person authorised by the Board, be and is hereby authorized to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and matters related thereto."

19. Appointment of Branch Auditors

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

"RESOLVED that pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to appoint as Branch Auditor(s) of any Branch Office of the Company, whether existing or which may be opened/ acquired hereafter, outside India, in consultation with the Company's Auditors, any persons, qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration."

20. Ratification of Cost Auditor's Remuneration

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

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 6,50,000 (Rupees Six lakh fifty thousand only) plus applicable taxes, travel and actual out-of-pocket

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expenses incurred in connection with the audit, payable to M/s. Sanjay Gupta and Associates (Firm Registration No.000212), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2022-23."

NOTES:

1. In view of the ongoing COVID-19 pandemic and pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as '**MCA Circulars**'), the Company is convening the 103rd AGM through Video Conferencing ('**VC**') or Other Audio-Visual Means ('**OAVM**'), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Bombay House, 24, Homi Mody Street, Mumbai - 400 001, which shall be deemed venue of the AGM.
2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos.6 to 20 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos.5 to 20 above and the relevant details of the Directors seeking re-appointment/appointment as set out in Item Nos.4 and 6 above as required under Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in and investorcomplaints@tatapower.com.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's (NSDL) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee of Directors, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.
9. In terms of the MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY22 in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Annual Report for FY22 only to those Member who specifically request for the same at investorcomplaints@tatapower.com or csg-annualreports@tcplindia.co.in. The Notice convening the AGM and the Annual Report for FY22 have been uploaded on the website of the Company at www.tatapower.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
10. **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, June 17, 2022 to Thursday, July 7, 2022, (both days inclusive) for the purpose of payment of dividend and AGM for FY22.** If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made, subject to deduction of tax at source (TDS), on or after July 11, 2022, as under:

- i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by NSDL and Central Depository Services (India) Limited (CDSL) (both collectively referred to as 'Depositories') as of the close of business hours on Thursday, June 16, 2022;
 - ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, June 16, 2022.
11. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, with the Company, by sending documents through email by June 5, 2022.
12. **Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

Shares held in physical form: Members holding shares in physical form are requested to send the following details/documents to the Company's Registrars and Transfer Agent (RTA), viz. TSR Consultants Private Limited (TCPL), (formerly TSR Darashaw Consultants Private Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai -400 083, latest by Monday, June 27, 2022:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.tatapower.com/investor-relations/investor-services-forms.aspx> and on the website of the RTA at <https://tcplindia.co.in/home-KYC.html>.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original;
 - ii) Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.

- c) Self-attested copy of the PAN Card of all the holders; and
- d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, Members are requested to refer to process detailed on <https://tcplindia.co.in/home-KYC.html> and proceed accordingly.

Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Monday, June 27, 2022.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. For Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft through postal or courier services and in case of any disruption of postal or courier services due to prevalence of COVID-19 in containment zones, upon normalisation of such services.

13. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.tatapower.com/investor-relations/investorservices-forms.aspx>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly

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filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.tatapower.com/investor-relations/investorservices-forms.aspx> and on the website of the Company's RTA at <https://www.tcplindia.co.in/>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.tatapower.com (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
18. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and

Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Report on Corporate Governance, which is a part of this Annual Report.

20. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at investorcomplaints@tatapower.com.
21. Members who wish to inspect the relevant documents referred to in the Notice can send an email to investorcomplaints@tatapower.com upto the date of the AGM.
22. This AGM Notice is being sent by email only to those eligible Members who have already registered their email address with the Depositories/the DP/the Company's RTA/ the Company or who will register their email address with TCPL, on or before 5 p.m. (IST) on Monday, June 27, 2022.
23. **Process for registration of email addresses to receive the Notice of AGM and the Integrated Annual Report for FY22 electronically and cast votes electronically:**
 - (i) **Registration of email addresses with TCPL:**

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 the RTA, on or before 5 p.m. (IST) on Monday, June 27, 2022 pursuant to which, any Member may receive on the email address provided by the Member, Notice of the AGM along with the Integrated Annual Report for FY22.

The process for registration of email address is as under:

- I. **For Members who hold shares in Electronic form:**
 - a) 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 DP ID and Client ID, 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.

II. For Members who hold shares in Physical form:

- a) 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 the Integrated Annual Report for FY22 along with the remote e-Voting user ID and password on the email address registered by the Member. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in

(ii) Registration of email address permanently with Company/DP:

Members are requested to register their email address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by writing to them at csg-unit@tcplindia.co.in.

(iii) 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 resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), self-attested scanned copy each of PAN card and Aadhaar card.
- In case shares are held in electronic mode, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy each of PAN card and Aadhaar card.

- If you are an individual Member holding securities in electronic mode, you are requested to refer to the login method explained at para VI below **under step 1 (A) i.e. Login method for remote e-Voting and joining virtual meeting for Individual shareholders/Members holding securities in electronic mode.**

- 24. For permanent registration of their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned DPs and in respect of physical holdings, with the RTA.
- 25. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their DP/TCPL to enable serving of notices/documents/Annual Reports and other communications electronically to their email address in future.
- 26. Process and manner for Members opting for e-Voting is as under:
 - I. In compliance with the provisions of Section 108, and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
 - II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
 - III. Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
 - IV. **Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Thursday, June 30, 2022, may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday, July 4, 2022 at 9 a.m. (IST) and ends on Wednesday, July 6, 2022 at 5 p.m. (IST). The remote e-Voting module shall be disabled**

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by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The instructions for Members attending the AGM through VC/OAVM are as under:

A. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the EVEN of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Annual General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

B. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

C. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at investorcomplaints@tatapower.com before 3 p.m. (IST) on Thursday, June 30, 2022. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

D. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to investorcomplaints@tatapower.com between Thursday, June 30, 2022 (9 a.m. IST) and Monday, July 04, 2022 (5 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

VI. The instructions for Members for remote e-Voting are, as under:

How do I vote electronically using NSDL e-Voting system?

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 e-Voting and joining virtual meeting for Individual Shareholders/Members holding securities in demat mode**

In terms of the Circular issued by the Securities and Exchange Board of India dated 9th December 2020, on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Members are advised to update their mobile number and email ID with their DPs in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>i) Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>ii) If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDEAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be 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 or joining virtual meeting and voting during the meeting.</p> <p>iv) Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="539 917 965 1152" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Members holding securities in demat mode with CDSL	<p>i) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>ii) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>iv) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting and voting during the meeting.</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.

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Helpdesk for Individual Shareholders/Members holding securities in Demat mode in case of any technical issues related to Log-in through Depository i.e. NSDL and CDSL.

Login Method	Helpdesk details
Individual Members holding securities in demat mode with NSDL	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
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

B) Log-in method for remote e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.
- 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

- Your password details for Members other than Individual Members are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**
- If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - 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.
 - 'Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - viii) After entering your password, tick on 'Agree to Terms and Conditions' by selecting on the check box.
 - ix) Now, you will have to click on 'Login' button.
 - x) After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
 5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VII. The instructions for Members for e-Voting during the proceedings of the AGM are as under:
- A. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
 - B. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are

otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- C. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- D. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager - NSDL or Mr. Amit Vishal, Senior Manager - NSDL at evoting@nsdl.co.in or call on : 1800 1020 990 and 1800 22 44 30.

General Guidelines for Members

1. 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.
 2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager-NSDL or Mr. Amit Vishal, Senior Manager-NSDL at evoting@nsdl.co.in.
 3. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of June 30, 2022.
- IX. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. June 30, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/TCPL.

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available on www.evoting.nsdl.com or by calling on toll free no. 1800 1020 990 and 1800 224 430. In case of Individual Members holding securities in Demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and

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holding shares as of the cut-off date i.e. Thursday, June 30, 2022 may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

- X. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.
- XI. The Board of Directors has appointed Mr. P. N. Parikh (FCS 327, CP 1228) or failing him, Mr. Mitesh Dhabliwala (FCS 8331, CP 9511) or failing him Ms. Sarvari Shah (FCS 9697, CP 11717) of M/s. Parikh and Associates, Company Secretaries as Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process, in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast

in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XIV. 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.

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

H. M. Mistry
Company Secretary
FCS No.: 3606

Mumbai, May 18, 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

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.5 to 20 of the accompanying Notice dated May 6, 2022:

Item No.5: This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

S R B C & CO. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No.:324982E/E300003) (SRBC) were appointed as the Statutory Auditors of the Company by the Members at the 98th Annual General Meeting (AGM) held on August 23, 2017 to hold office from the conclusion of the 98th AGM till the conclusion of the 103rd AGM of the Company to be held in the calendar year 2022.

Accordingly, the present term of SRBC expires on conclusion of the ensuing 103rd AGM. SRBC are eligible for re-appointment for a second term of five years in terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014. The Company has received eligibility letter from SRBC confirming that their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Act.

Considering their performance for the last 5 years, the Audit Committee of Directors has recommended the re-appointment of SRBC to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members.

The recommendation is based on various factors like People, Audit Methodology, Quality Control, Reputation of the Firm and Knowledge. SRBC is a firm of Chartered Accountants registered with The Institute of Chartered Accountants of India. SRBC was established in the year 2002 and is a limited liability partnership firm incorporated in India. It has its registered office in Kolkata and 11 branch offices in various cities in India. SRBC has valid Peer Review certificate and is part of S. R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients. SRBC have been involved in the statutory audits and also internal audits of various companies in the power sector in the entire value chain and, hence, have the necessary experience to conduct the statutory audit of the Company.

The Board of Directors has approved remuneration of ₹ 5.89 crore plus applicable taxes and out of pocket expenses for a period of two years commencing 2022-23, subject to their re-appointment by the Members. The remuneration to be paid to the Statutory Auditors for the remaining period during their second term would be decided in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors, in consultation with the

Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No.5 of the accompanying Notice.

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

Item No.6: Mr. Kesava Menon Chandrasekhar (DIN:06466854) was appointed as Independent Director of the Company by the Members of the Company at their 98th Annual General Meeting held on August 23, 2017, for a period of five years commencing with effect from May 4, 2017 upto May 3, 2022.

Based on an evaluation of the balance of skills, knowledge and experience on the Board and further, on the report of performance evaluation, the external business environment, business knowledge, skills, experience and the substantial contribution made by him during his tenure and considering that the continued association of Mr. Chandrasekhar as Independent Director of the Company would be beneficial to the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board, vide Resolution passed on April 21, 2022, appointed Mr. Chandrasekhar as an Additional Director of the Company and subject to approval of the Members by way of Special Resolution at the ensuing 103rd AGM of the Company, re-appointed him as a Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term commencing from May 4, 2022 upto February 19, 2023, when he attains the retirement age of 75 years, as per the terms of the Governance Guidelines for Tata Companies on Board Effectiveness. Mr. Chandrasekhar shall also cease to be a Director of the Company with effect from close of business hours on February 19, 2023.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Chandrasekhar has given his declaration to the Board, *inter alia*, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to

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be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

A brief profile of Mr. Chandrasekhar is given below:

Mr. Chandrasekhar entered the Indian Administrative Service in 1970. He was ranked third in the list in the batch. Prior to that, he secured B.A. (Honours) in Economics and M.A. in History from St. Stephen's, College, University of Delhi. After entering Government service, he did his M.A. in Management Studies from the University of Leeds in United Kingdom.

He spent the first 25 years of his career in Kerala, holding such positions as Managing Director of the State Civil Supplies Corporation, District Collector, Idukki, Director of Fisheries, Principal Secretary (Industries) and Principal Secretary (Finance). During this period, he was also Chairman of the Spices Board under the Ministry of Commerce, Government of India.

In 1996, he left Kerala on Central Government deputation. During his 15 years tenure with the Government of India, from 1996 to 2011, he was Joint Secretary in the key Trade Policy Division of the Ministry of Commerce, Deputy Chief of Mission in the Embassy of India, Brussels and the Ambassador and Permanent Representative of India in the World Trade Organization in Geneva. He rose to the position of Union Cabinet Secretary. As Cabinet Secretary, he was Head of all the Civil Services in India and reported directly to the Prime Minister. He retained that position for four years. He retired from Government service in 2011 at the age of 63, having served Government for 41 years.

Post retirement, he was, for 5 years, Vice-Chairman, Kerala State Planning Board with rank of Cabinet Minister of the State.

Mr. Chandrasekhar has considerable management experience having been associated as Chairman, Managing Director or member of the Board of Directors of more than 40 companies in the public, joint and private sector. He has written several articles and presented papers. He has also been consultant to the Commonwealth Secretariat and to the UN Food and Agriculture Organization.

In the opinion of the Board, Mr. Chandrasekhar is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

A copy of the draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members. Members who wish to inspect the same can send a request to investorcomplaints@tatapower.com.

Mr. Chandrasekhar would be entitled to sitting fees for attending meetings of the Board of Directors and Committees thereof where

he is a Member. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

In compliance with the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Chandrasekhar as Independent Director of the Company for a second term commencing with effect from May 4, 2022 upto February 19, 2023, is now being placed before the Members for their approval by way of special resolution.

Other than Mr. Chandrasekhar, who is concerned or interested in the Resolution relating to his re-appointment, none of the Directors or KMP of the Company and their respective relatives are concerned or interested in the resolution set out at Item No.6 of the accompanying Notice.

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

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

Context for Item Nos.7 to 17:

The provisions of the recently amended Regulation 23 of the Listing Regulations, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that Resolution Nos. 7 to 17 are placed for the approval of the Members of the Company.

Item No.7:

Background, details and benefits of the transaction

PT Kaltim Prima Coal (KPC) is a joint venture between The Tata Power Company Limited (TPCL), PT Sitrade Coal, PT Bhumi Resources Tbk and Mountain Netherlands Investments B.V. KPC

was established in the Republic of Indonesia based on Deed of Establishment No. 28, dated March 9, 1982, drawn up before Warda Sungkar Alurmei, S.H., Notary in Jakarta, approved by Ministry of Justice in Decree No. Y.A.5/208/25 dated March 16, 1982PT. TPCL holds 30% stake in KPC. The scope of its activities comprises the exploration, development, mining and marketing of coal.

Coastal Gujarat Power Limited (a wholly owned subsidiary of TPCL, which has now merged with TPCL) entered into Coal Sales Agreement with KPC dated October 31, 2008 for a long term coal supply. The Initial Coal Sales Agreement had been amended and modified several times, the latest by Twelfth Amendment dated 26th April, 2022 (Twelfth Amendment). The term 'Coal Sales Agreement' hereinafter, will mean to include all twelve amendments for sourcing coal from KPC on FOB (Free on Board) basis price linked to HBA (Government of Indonesia notified monthly benchmark pricing).

The transactions between the two companies not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The management of TPCL has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs with KPC for an aggregate value not exceeding ₹ 12,000 crore to be entered during FY23. The Audit Committee has noted that the said transactions will be executed as per the terms of the Coal Sales Agreement, which is in the ordinary course of business. The Audit Committee has also reviewed the pricing mechanism under the Coal Sales Agreement and confirmed that pricing is at arm's length.

Details of the proposed transactions of the Company with KPC, being a related party of TPCL, are as follows:

Sl. No.	Description	Details		
1.	A summary of information provided by the management to the Audit Committee:			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	PT Kaltim Prima Coal (KPC) Indonesia, a Joint Venture company of TPCL holding 30% interest in KPC.		
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Sanjeev Churiwala, Chief Financial Officer and KMP of TPCL is also on the Board of Commissioners of KPC.		
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The Company has long term coal sourcing arrangement with KPC. The Company has been sourcing coal from KPC since 2010 as per the Coal Sales Agreement, which is valid till FY33. The coal is being procured at market price (price linked to Government of Indonesia notified monthly benchmark pricing i.e. HBA), as per the terms of the Coal Sales Agreement.		
d.	Tenure of the transaction	The tenure of the Coal Sales Agreement between TPCL and KPC is valid till FY33. However, approval of the Members is being sought for Material RPTs for FY23.		
e.	Value of the proposed Transaction	₹ in crore		
		Nature of transactions	Existing/ proposed	Estimated Value during FY23
		Purchase of Indonesian origin Mid GCV coal	Existing	12,000
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	28.18% (for RPTs to be entered during FY23)		
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No.7		
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			

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Sl. No.	Description	Details
	(i) details of the source of funds in connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	34.85% of standalone turnover of KPC for FY22.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/arrangement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Imported coal sourcing not exceeding ₹ 12,000 crore	In terms of the Coal Sales Agreement, the Company has been sourcing the coal from KPC at a price which is linked to market price i.e. HBA Index.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.7.

Mr.Sanjeev Churiwala, Chief Financial Officer and KMP of TPCL is also on the Board of Commissioners of KPC.

None of the Directors and other KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.7 of the accompanying Notice.

The Board recommends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.

Item No.8:
Background, details and benefits of the transaction

Tata Projects Limited (TPL) is an associate company of The Tata Power Company Limited (TPCL), and consequently, a related party of TPCL. TPL is one of the fastest growing and most admired infrastructure companies in India. It has expertise in executing large and complex urban and industrial infrastructure projects.

TPCL, based on competitive bidding, has placed orders on TPL for execution of Flue Gas Desulphurisation (FGD) projects at its 4150 MW (5 x 830 MW) Mundra Thermal Power Generation Plant and 447 MW Jojobera Plant. Scope of work of FGD includes design, engineering, manufacture, shop fabrication, assembly, shop testing, type testing at manufacturer's works, inspection, supply including packing and forwarding, loading and unloading, transportation, adequate preservation at site, storage and handling at site, site fabrication, erection/installation, construction, site testing, commissioning and performance testing of wet limestone based System for treating 100% of the flue gas flow rate. TPL, being an expert contracting company, has been engaged as Engineering Procurement and Construction (EPC) Contractor for execution of the aforesaid FGD Project through open bidding process. The Project will be executed

between FY23 to FY25 as per the terms of the Order(s) placed on TPL. However, approval of the Members is being sought for Material RPTs for FY23.

The said orders were placed as per the approval of the Audit Committee of Directors.

During FY23, the Company also intends to enter into other EPC Projects with TPL.

Both TPL and TPCL, being part of the Tata Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

The management of TPCL has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs with TPL for an aggregate value not exceeding ₹ 2,930 crore during FY23. The existing orders were placed on TPL on an arm's length basis. The Audit Committee has noted that the said transactions with TPL will be on an arm's length basis and in the ordinary course of business of the Company.

Details of the proposed transactions of the Company with TPL, being a related party of TPCL, are as follows:

Sl. No.	Description	Details															
1.	A summary of information provided by the management to the Audit Committee:																
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPL is an associate company of TPCL and consequently, a related party of TPCL. TPCL holds 47.78% in TPL.															
b.	Name of the director or key managerial personnel who is related, if any, and nature of relationship	Mr. Banmali Agrawala, who is Non-Executive Chairman of TPL, is also a Non-Executive Director of TPCL.															
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TPCL, based on competitive bidding, has placed orders on TPL for execution of FGD Projects at its 4,150 MW (5 x 830 MW) Mundra Thermal Power Generation Plant and 447 MW Jojobera Plant. The underlying on-going agreements are effective from FY19 and valid till FY25. TPCL also intends to award other EPC contracts, pertaining to construction of transmission line and other infrastructural facilities to TPL during FY23.															
d.	Tenure of the Transaction	The Project will be executed between FY23 to FY25 as per the terms of the Order(s) placed on TPL. However, approval of the Members is being sought for Material RPTs for FY23.															
e.	Value of the proposed Transaction	₹ in crore															
		<table border="1"> <thead> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Availing of EPC Services</td> <td>Existing</td> <td>2,220</td> </tr> <tr> <td>Availing of EPC and O&M Services</td> <td>Proposed</td> <td>680</td> </tr> <tr> <td>Availing of O&M Services</td> <td>Existing</td> <td>30</td> </tr> <tr> <td>Total</td> <td></td> <td>2,930</td> </tr> </tbody> </table>	Nature of transactions	Existing/ proposed	Estimated Value	Availing of EPC Services	Existing	2,220	Availing of EPC and O&M Services	Proposed	680	Availing of O&M Services	Existing	30	Total		2,930
Nature of transactions	Existing/ proposed	Estimated Value															
Availing of EPC Services	Existing	2,220															
Availing of EPC and O&M Services	Proposed	680															
Availing of O&M Services	Existing	30															
Total		2,930															
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	6.88% (for RPTs to be entered during FY23)															

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Sl. No.	Description	Details
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 8
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	21.37% of TPL's annual consolidated turnover for FY22
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Transaction(s) not exceeding ₹ 2,930 crore	Orders were placed on TPL based on competitive bidding as per Policy on Related Party Transactions of the Company. In case of the proposed transactions, order will be placed based on competitive bids for procurement / availing the relevant material and/or service. When such competitive bids are not available, alternative method (for instance, cost-plus mark-up or comparable price, etc.) as advised by the independent consulting firm, shall be considered as arm's length pricing criteria.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.8.

Mr. Banmali Agrawala, who is Non-Executive Chairman of TPL, is also a Non-Executive Director of TPCL.

None of the other Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.8 of the accompanying Notice.

The Board recommends the Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

Item No.9:

Background, details and benefits of the transaction

Tata Steel Limited (TSL) is a listed associate company of Tata Sons Private Limited [Promoter of The Tata Power Company Limited (TPCL)]. Consequently, TSL is a related party of TPCL. TSL offers a broad range of steel products including a portfolio of high value added downstream products such as hot rolled, cold rolled, coated steel, rebars, wire rods, tubes and wires.

TPCL primarily sells power to TSL for its manufacturing facilities and distribution. TPCL also sells stores, spares for use in their manufacturing processes. TPCL provides tolling services to TSL whereby coal is provided by TSL for conversion into power. TPCL purchases coal by-products, gas and utilities, stores, spares,

consumables, etc. TPCL also avails services from TSL such as business auxiliary services like training, consultancy, leasing out premises amongst others. As part of business operations, both the companies also enter into other transactions such as reimbursement of expenses and transfer of assets, from time to time.

TPCL enters into various transactions with TSL including rendering and availing of services, purchasing and selling of required goods and other transactions such as transfer of assets or reimbursement of expenses for business operations, from time to time. Both TSL and TPCL, being part of the Tata Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The management of TPCL has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs with TSL for an aggregate value not exceeding ₹ 2,630 crore to be entered into during FY23. TPCL has already entered into certain agreement(s)/contract(s) as mentioned hereinbelow. The Committee has noted that the said transactions with TSL will be on an arm's length basis and in the ordinary course of business of the Company.

Details of the proposed transactions of the Company with TSL, being a related party of TPCL, are as follows

Sl. No.	Description	Details
1.	A summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TSL is a listed associate company of Tata Sons Private Limited (Promoter of TPCL) and, consequently, a related party of TPCL.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. N. Chandrasekaran is Non-Executive Chairman and Mr. Saurabh Agrawal is Non-Executive Director, on both the Boards.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TPCL has on-going arrangements with TSL for sale of power from its multiple power generating units located at Jojobera and Haldia. Jojobera has 4 units, 2 units are regulated wherein the tariff for sale of power is approved by state regulatory authority and while 2 units are non-regulated wherein the tariff for sale of power is mutually decided between the parties. The underlying arrangements comprise allied transactions such as purchase of fuel (coal/ gas), goods, spares and services. The duration of the said contracts ranges from FY97 to FY37. Further, TPCL is also proposing to enter into additional contracts for sale of power along with above allied transactions from its additional power plants.
d.	Tenure of the Transaction	The tenure of the contracts ranges from FY97 to FY37. However, approval of the Members is being sought for Material RPT for FY23.

Notice

Sl. No.	Description	Details																											
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th colspan="3">₹ in crore</th> </tr> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th>Estimated Value during FY23</th> </tr> </thead> <tbody> <tr> <td>Sale of Power</td> <td>Existing</td> <td>1,368</td> </tr> <tr> <td>Purchase of Goods (including coal by-products, gas & utilities, stores, spares, etc.)</td> <td>Existing</td> <td>1,029</td> </tr> <tr> <td>Rendering of services</td> <td>Existing/ Proposed</td> <td>160</td> </tr> <tr> <td>Availing of services</td> <td>Existing/ Proposed</td> <td>16</td> </tr> <tr> <td>Reimbursement of Expenses</td> <td>Proposed</td> <td>13</td> </tr> <tr> <td>Other transactions</td> <td>Existing/ Proposed</td> <td>44</td> </tr> <tr> <td>Total</td> <td></td> <td>2,630</td> </tr> </tbody> </table>	₹ in crore			Nature of transactions	Existing/ proposed	Estimated Value during FY23	Sale of Power	Existing	1,368	Purchase of Goods (including coal by-products, gas & utilities, stores, spares, etc.)	Existing	1,029	Rendering of services	Existing/ Proposed	160	Availing of services	Existing/ Proposed	16	Reimbursement of Expenses	Proposed	13	Other transactions	Existing/ Proposed	44	Total		2,630
₹ in crore																													
Nature of transactions	Existing/ proposed	Estimated Value during FY23																											
Sale of Power	Existing	1,368																											
Purchase of Goods (including coal by-products, gas & utilities, stores, spares, etc.)	Existing	1,029																											
Rendering of services	Existing/ Proposed	160																											
Availing of services	Existing/ Proposed	16																											
Reimbursement of Expenses	Proposed	13																											
Other transactions	Existing/ Proposed	44																											
Total		2,630																											
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	6.18% (for RPTs to be entered during FY23)																											
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 9																											
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																												
	(i) details of the source of funds in connection with the proposed transaction																												
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments																												
	- nature of indebtedness;																												
	- cost of funds; and																												
	- tenure	Not Applicable																											
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security																												
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT																												
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.																											
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	1.08% of TSL's annual consolidated turnover for FY22																											
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.																											

Arm’s length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm’s length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm’s length pricing are provided below:

Nature of Transaction	Arm’s length pricing
Operational transactions not exceeding ₹ 2,630 crore	<p>Tariff for sale of power from regulated units are decided by state regulatory authority while the tariff for sale of power from non-regulated units are mutually decided between the parties in line with the tariff approved for regulated units.</p> <p>For the allied transactions, wherever market prices are available, the same has been considered and analysed to meet the arm’s length price. Further, the transactions are aggregated and evaluated factoring the profitability earned from respective units.</p> <p>Further, for proposed arrangements, the RPTs of sale of power and allied transaction will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost plus mark-up, comparable price, etc.), as advised by the independent consulting firm, shall be consider as arm’s length price.</p>

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No. 9.

Mr. N. Chandrasekaran, Chairman of TSL is also the Chairman of TPCL. Further, Mr. Saurabh Agrawal, Non-Executive Director of TSL, is also a Non-Executive Director of TPCL, as on date of this Notice. Mr. Chandrasekaran, Mr. Agrawal and their relatives’ interest or concerns are limited only to the extent of their holding directorship position(s) in TSL and TPCL.

None of the other Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.9 of the accompanying Notice.

The Board recommends the Resolution at Item No.9 of the accompanying Notice for approval by the Members of the Company.

Item No.10:

Background, details and benefits of the transaction

Tata Power Solar Systems Limited (TPSSL) is a fellow subsidiary of Tata Power Renewable Energy Limited (TPREL) and consequently, a related party of TPREL. TPSSL is an Indian company engaged in providing Engineering, Procurement and Construction (EPC) services for development of solar power plants, operation and maintenance of solar power plants as well as manufacturing of solar cells and modules.

TPREL avails EPC services from TPSSL for development of its Solar Power plants. TPSSL also avails and provides loan for fulfilling working capital requirements. As part of the business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. Both, TPSSL and TPREL, being part of the Tata Power group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

The management of The Tata Power Company Limited (TPCL), the parent company of both TPSSL and TPREL, has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPSSL and TPREL for an aggregate value not exceeding ₹ 6,035 crore to be entered into during FY23. The Audit Committee has noted that the said transactions will be executed between TPSSL and TPREL on an arm’s length basis and in the ordinary course of business of TPSSL and TPREL.

Notice

Details of the proposed transactions between TPREL and TPSSL are as follows:

Sl. No.	Description	Details																					
1.	A summary of information provided by the management to the Audit Committee																						
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPREL and TPSSL are fellow subsidiaries of TPCL.																					
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Praveer Sinha is Non-Executive Chairman of both TPSSL and TPREL. Further, Mr. Ashish Khanna is Non-Executive Director of both TPSSL and TPREL and Ms. Aditi Raja, who is Non-Executive Director of TPSSL, is also an Independent Director of TPREL																					
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TPSSL has an on-going EPC and/or Operation and Maintenance (O&M) contracts wherein it undertakes construction of solar based power plants and provides need-based O&M services to TPREL. The duration of the on-going contracts ranges from FY17 to FY37. Both, TPSSL and TPREL further intend to enter into EPC/ O&M contract, placing/acceptance of inter-corporate deposit and interest thereon during FY23																					
d.	Tenure of the Transaction	The tenure of the contract(s) ranges from FY17 to FY37. However, approval of the Members is being sought for Material RPT for FY23.																					
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th>₹ in crore Estimated Value during FY23</th> </tr> </thead> <tbody> <tr> <td>Sale of Material</td> <td>Existing/ Proposed</td> <td>4,500</td> </tr> <tr> <td>Rendering of services</td> <td>Existing/ Proposed</td> <td>300</td> </tr> <tr> <td>Loan Taken</td> <td>Proposed</td> <td>700</td> </tr> <tr> <td>Loan Given</td> <td>Proposed</td> <td>500</td> </tr> <tr> <td>Receipt/ payment of interest</td> <td>Proposed</td> <td>35</td> </tr> <tr> <td>Total</td> <td></td> <td>6,035</td> </tr> </tbody> </table>	Nature of transactions	Existing/ proposed	₹ in crore Estimated Value during FY23	Sale of Material	Existing/ Proposed	4,500	Rendering of services	Existing/ Proposed	300	Loan Taken	Proposed	700	Loan Given	Proposed	500	Receipt/ payment of interest	Proposed	35	Total		6,035
Nature of transactions	Existing/ proposed	₹ in crore Estimated Value during FY23																					
Sale of Material	Existing/ Proposed	4,500																					
Rendering of services	Existing/ Proposed	300																					
Loan Taken	Proposed	700																					
Loan Given	Proposed	500																					
Receipt/ payment of interest	Proposed	35																					
Total		6,035																					
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	14.17% (for RPTs to be entered during FY23)																					
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 10																					
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																						
	(i) details of the source of funds in connection with the proposed transaction	Internal accruals																					
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	NIL																					
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	I. Tenure - Short Term (less than one year) II. Interest rate - benchmarked with other banks. III. Security - Unsecured. IV. Currency - INR																					
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements																					

Sl. No.	Description	Details
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	70.95% - Standalone turnover of TPSSL for FY22 217.95% - Consolidated turnover of TPREL for FY22
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Operational transactions not exceeding ₹ 6,035 crore	The RPTs will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost plus mark-up, comparable price, etc.), as advised by the independent consulting firm, shall be considered as arm's length price.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.10.

Dr. Praveer Sinha is Non-Executive Chairman of both, TPSSL and TPREL. Further, Mr. Ashish Khanna is Non-Executive Director of both, TPSSL and TPREL and Ms. Aditi Raja, who is Non-Executive Director of TPSSL, is also an Independent Director of TPREL. Dr. Sinha, Mr. Khanna and Ms. Raja and their relatives' interest or concerns are limited only to the extent of their directorship in TPSSL and TPREL.

None of the other Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either

directly or indirectly, financially or otherwise in the Resolution set out at Item No.10 of the accompanying Notice.

The Board recommends the Resolution at Item No.10 of the accompanying Notice for approval by the Members of the Company

Item No.11:

Background, details and benefits of the transaction

Tata Power Solar Systems Limited (TPSSL) is a fellow subsidiary of TP Saurya Limited (TPSL) and consequently, a related party of TPSL. TPSSL is an Indian company engaged in providing Engineering, Procurement and Construction (EPC) services for development of solar power plants, Operation and Maintenance of solar power plants as well as manufacturing of solar cells and modules.

TPSL avails EPC services from TPSSL for development of its Solar Power plants. As a part of business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. Both TPSSL and TPSL, being part of the Tata Power Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The management of The Tata Power Company Limited (TPCL), the parent company of both TPSSL and TPSL, has provided the Audit Committee with the details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPSSL and TPSL for an aggregate value not exceeding ₹ 3,800 crore to be entered during FY23. The Audit Committee has noted that the said transactions will be executed between TPSSL and TPSL on an arm's length basis and in the ordinary course of business.

Notice

Details of the proposed transactions between TPSL and TPSSL are as follows:

Sl. No.	Description	Details															
1.	A summary of information provided by the management to the Audit Committee																
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPSSL and TPSL are fellow subsidiaries of TPCL.															
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ashish Khanna is a Non-Executive Director of both, TPSSL and TPSL. Further, Mr. Mahesh Paranjpe, Chief Executive Officer and KMP of TPSSL is also a Non-Executive Director of TPSL.															
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under consideration, TPSL anticipates availing of EPC and O&M services from TPSSL. The services include construction of solar based power plants and provides need-based O&M services															
d.	Tenure of the Transaction	FY23															
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th colspan="3" style="text-align: right;">₹ in crore</th> </tr> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th>Estimated Value FY23</th> </tr> </thead> <tbody> <tr> <td>Sale of Material</td> <td>Proposed</td> <td>3,500</td> </tr> <tr> <td>Rendering of services</td> <td>Proposed</td> <td>300</td> </tr> <tr> <td>Total</td> <td></td> <td>3,800</td> </tr> </tbody> </table>	₹ in crore			Nature of transactions	Existing/ proposed	Estimated Value FY23	Sale of Material	Proposed	3,500	Rendering of services	Proposed	300	Total		3,800
₹ in crore																	
Nature of transactions	Existing/ proposed	Estimated Value FY23															
Sale of Material	Proposed	3,500															
Rendering of services	Proposed	300															
Total		3,800															
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	8.93% (for RPTs to be entered during FY23)															
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 11															
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																
	(i) details of the source of funds in connection with the proposed transaction																
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable															
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security																
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT																
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.															

Sl. No.	Description	Details
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	44.67% - Standalone turnover of TPSSL for FY22 NA – Standalone turnover of TPSL for FY22 as the company has not commenced operations.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Operational transactions not exceeding ₹ 3,800 crore	The RPTs will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost-plus mark-up, comparable price, etc.), as advised by the independent consulting firm, shall be considered as arm's length price.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.11.

Mr. Ashish Khanna is a Non-Executive Director of both, TPSSL and TPSL. Further, Mr. Mahesh Paranjpe, Chief Executive Officer and KMP of TPSSL is also a Non-Executive Director of TPSL. Mr. Khanna, Mr. Paranjpe and their relatives' interest or concerns are limited only to the extent of their directorship / KMP position(s) in TPSSL and TPSL.

None of the Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.11 of the accompanying Notice.

The Board recommends the Resolution at Item No.11 of the accompanying Notice for approval by the Members of the Company.

Item No.12:

Background, details and benefits of the transaction

Tata Power Solar Systems Limited (TPSSL) is a fellow subsidiary of Tata Power Green Energy Limited (TPGEL) and consequently, a related party of TPGEL. TPSSL is an Indian company engaged in providing Engineering, Procurement and Construction (EPC) services for development of solar power plants, Operation and Maintenance of solar power plants as well as manufacturing of solar cells and modules.

TPGEL avails EPC services from TPSSL for development of its Solar Power Plants. As part of business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. Both TPSSL and TPGEL being part of the Tata Power Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The management of The Tata Power Company Limited (TPCL), the parent company of both TPSSL and TPGEL, has provided the Audit Committee with the details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPSSL and TPGEL for an aggregate value not exceeding ₹ 1,520 crore to be entered during FY23. The Audit Committee has noted that the said transactions will be executed between TPSSL and TPGEL on an arm's length basis and in the ordinary course of business.

Notice

Details of the proposed transactions between TPGEL and TPSSL are as follows:

Sl. No.	Description	Details																						
1.	A summary of information provided by the management to the Audit Committee																							
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPSSL and TPGEL are fellow subsidiaries of TPCL.																						
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ashish Khanna, Non-Executive Director of TPSSL, is also the Non-Executive Chairman of TPGEL.																						
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under consideration, TPGEL anticipates availing of EPC and O&M services from TPSSL. The services include construction of solar based power plants and need-based O&M services																						
d.	Tenure of the Transaction	FY23																						
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th colspan="2"></th> <th colspan="2" style="text-align: right;">₹ in crore</th> </tr> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th colspan="2">Estimated Value during FY23</th> </tr> </thead> <tbody> <tr> <td>Sale of Material</td> <td>Proposed</td> <td colspan="2" style="text-align: right;">1,500</td> </tr> <tr> <td>Rendering of services</td> <td>Proposed</td> <td colspan="2" style="text-align: right;">20</td> </tr> <tr> <td>Total</td> <td></td> <td colspan="2" style="text-align: right;">1,520</td> </tr> </tbody> </table>					₹ in crore		Nature of transactions	Existing/ proposed	Estimated Value during FY23		Sale of Material	Proposed	1,500		Rendering of services	Proposed	20		Total		1,520	
		₹ in crore																						
Nature of transactions	Existing/ proposed	Estimated Value during FY23																						
Sale of Material	Proposed	1,500																						
Rendering of services	Proposed	20																						
Total		1,520																						
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	3.57% (for RPTs to be entered during FY23)																						
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 12																						
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																							
	(i) details of the source of funds in connection with the proposed transaction																							
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable																						
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security																							
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT																							
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.																						

Sl. No.	Description	Details
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	17.87% - Standalone turnover of TPSSL for FY22 NA - Standalone turnover of TPGEL for FY22 as the company has not commenced full-fledged operations.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Operational transactions not exceeding ₹ 1,520 crore	The RPTs will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost-plus mark-up, comparable price, etc.), as advised by the independent consulting firm, shall be considered as arm's length price.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.12.

Mr. Ashish Khanna, Non-Executive Director of TPSSL is also the Non-Executive Chairman of TPGEL. Mr. Khanna and his relatives' interest or concerns are limited only to the extent of his directorship in TPSSL and TPGEL.

None of the Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.12 of the accompanying Notice.

The Board recommends the Resolution at Item No.12 of the accompanying Notice for approval by the Members of the Company.

Item No.13:

Background, details and benefits of the transaction

Tata Power Solar Systems Limited (TPSSL) is a fellow subsidiary of Walwhan Renewable Energy Limited (WREL) and consequently, a related party of WREL. TPSSL is an Indian company engaged in providing Engineering, Procurement and Construction (EPC) services for development of solar power plants, Operation and Maintenance of solar power plants as well as manufacturing of solar cells and modules.

WREL avails EPC services from TPSSL for development of its Solar Power Plants. TPSSL also avails and provides loan for fulfilling working capital requirements. As part of business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. Both TPSSL and WREL, being part of the Tata Power Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The management of The Tata Power Company Limited (TPCL), the parent company of TPSSL and ultimate holding company of WREL, has provided the Audit Committee with the details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPSSL and WREL for an aggregate value not exceeding ₹ 1,285 crore to be entered during FY23. The Audit Committee has noted that the said transactions will be executed between TPSSL and WREL on an arm's length basis and in the ordinary course of business.

Notice

Details of the proposed transactions between WREL and TPSSL are as follows:

Sl. No.	Description	Details																					
1.	A summary of information provided by the management to the Audit Committee																						
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPSSL and WREL are fellow subsidiaries of TPCL.																					
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ashish Khanna, Non-Executive Director of TPSSL, is also the Non-Executive Chairman of WREL. Mr. Seethapathy Chander, is an Independent Director of both, TPSSL and WREL.																					
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	During the year under consideration, WREL anticipates availing of EPC services, placing/ acceptance of inter-corporate deposit and interest thereto with TPSSL.																					
d.	Tenure of the Transaction	FY23																					
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th colspan="3" style="text-align: right;">₹ in crore</th> </tr> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th>Estimated Value during FY23</th> </tr> </thead> <tbody> <tr> <td>Sale of Material</td> <td>Proposed</td> <td>50</td> </tr> <tr> <td>Loan taken</td> <td>Proposed</td> <td>700</td> </tr> <tr> <td>Loan given</td> <td>Proposed</td> <td>500</td> </tr> <tr> <td>Receipt/ payment of interest</td> <td>Proposed</td> <td>35</td> </tr> <tr> <td>Total</td> <td></td> <td>1,285</td> </tr> </tbody> </table>	₹ in crore			Nature of transactions	Existing/ proposed	Estimated Value during FY23	Sale of Material	Proposed	50	Loan taken	Proposed	700	Loan given	Proposed	500	Receipt/ payment of interest	Proposed	35	Total		1,285
₹ in crore																							
Nature of transactions	Existing/ proposed	Estimated Value during FY23																					
Sale of Material	Proposed	50																					
Loan taken	Proposed	700																					
Loan given	Proposed	500																					
Receipt/ payment of interest	Proposed	35																					
Total		1,285																					
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	3.02% (for RPTs to be entered during FY23)																					
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 13																					
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																						
(i)	details of the source of funds in connection with the proposed transaction	Internal accruals																					
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable																					
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	I. Tenure - Short Term (less than one year). II. Interest rate - benchmarked with other banks. III. Security - Unsecured. IV. Currency - INR																					
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements																					
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.																					

Sl. No.	Description	Details
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	15.11% - Standalone turnover of TPSSL for FY22 100.63% - Consolidated turnover of WREL for FY22
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Operational transactions not exceeding ₹ 1,285 crore	The RPTs will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost-plus mark-up, comparable price, etc.), as advised by the independent consulting firm, shall be considered as arm's length price.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.13.

Mr. Ashish Khanna, Non-Executive Director of TPSSL is also the Non-Executive Chairman of WREL. Further, Mr. Seethapathy Chander, is an Independent Director of both, TPSSL and WREL. Mr. Khanna and Mr. Chander and their relatives' interest or concerns are limited only to the extent of their directorship in TPSSL and WREL.

None of the Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either

directly or indirectly, financially or otherwise in the Resolution set out at Item No.13 of the accompanying Notice.

The Board recommends the Resolution at Item No.13 of the accompanying Notice for approval by the Members of the Company.

Item No.14:

Background, details and benefits of the transaction

Tata Power Solar Systems Limited (TPSSL), which is a subsidiary of The Tata Power Company Limited (TPCL), is the Parent Company of Chirasthaayee Saurya Limited (CSL) and consequently, a related party of CSL. TPSSL is an Indian company engaged in providing Engineering, Procurement and Construction (EPC) services for development of solar power plants, Operation and Maintenance of solar power plants as well as manufacturing of solar cells and modules.

CSL primarily avails O&M services from TPSSL for maintenance of its Solar Power Plants. TPSSL also avails and provides loan for fulfilling working capital requirements. As part of business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. Both TPSSL and CSL, being part of the Tata Power Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The Management of TPCL has provided the Audit Committee with the details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPSSL and CSL for an aggregate value not exceeding ₹ 1,040 crore to be entered during FY23. The Audit Committee has noted that the said transactions will be executed between TPSSL and CSL on an arm's length basis and in the ordinary course of business.

Notice

Details of the proposed transactions between TPSSL and CSL are as follows:

Sl. No.	Description	Details																					
1.	A summary of information provided by the management to the Audit Committee																						
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPSSL and CSL are fellow subsidiaries of TPCL.																					
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Mahesh Paranjpe, CEO and KMP of TPSSL, is also the Non-Executive Chairman of CSL.																					
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TPSSL has an on-going O&M contract wherein it provides need-based O&M services to CSL. The duration of the on-going contracts ranges from FY17 to FY42. CSL anticipates placing/accepting of inter-corporate deposit and interest thereon, entered with TPSSL in the year under consideration.																					
d.	Tenure of the Transaction	The tenure of the contract(s) ranges from FY17 to FY42. However, approval of the Members is being sought for Material RPT for FY23.																					
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th colspan="3" style="text-align: right;">₹ in crore</th> </tr> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th>Estimated Value during FY23</th> </tr> </thead> <tbody> <tr> <td>Rendering of Services</td> <td>Existing</td> <td>5</td> </tr> <tr> <td>Loan Taken</td> <td>Proposed</td> <td>500</td> </tr> <tr> <td>Loan Given</td> <td>Proposed</td> <td>500</td> </tr> <tr> <td>Receipt/ payment of interest</td> <td>Proposed</td> <td>35</td> </tr> <tr> <td>Total</td> <td></td> <td>1,040</td> </tr> </tbody> </table>	₹ in crore			Nature of transactions	Existing/ proposed	Estimated Value during FY23	Rendering of Services	Existing	5	Loan Taken	Proposed	500	Loan Given	Proposed	500	Receipt/ payment of interest	Proposed	35	Total		1,040
₹ in crore																							
Nature of transactions	Existing/ proposed	Estimated Value during FY23																					
Rendering of Services	Existing	5																					
Loan Taken	Proposed	500																					
Loan Given	Proposed	500																					
Receipt/ payment of interest	Proposed	35																					
Total		1,040																					
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	2.44% (for RPTs to be entered during FY23)																					
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 14																					
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																						
	(i) details of the source of funds in connection with the proposed transaction	Internal accruals																					
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable																					
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	I. Tenure – Short Term (less than one year) II. Interest rate - benchmarked with other banks III. Security – Unsecured IV. Currency – INR																					
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital requirements																					

Sl. No.	Description	Details
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	12.23% - Standalone turnover of TPSSL for FY22 NA- Standalone turnover of CSL for FY22 as the company has not commenced full fledged operations
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Operational transactions not exceeding ₹ 1,040 crore	The RPTs will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost-plus mark-up, comparable price, etc.), as advised by the independent consulting firm, shall be considered as arm's length price.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.14.

Mr. Mahesh Paranjpe, CEO and KMP of TPSSL, is also the Non-Executive Chairman of CSL. Mr. Paranjpe and his relatives' interest or concerns are limited only to the extent of holding directorship / KMP position(s) in TPSSL and CSL.

None of the Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either

directly or indirectly, financially or otherwise in the Resolution set out at Item No.14 of the accompanying Notice.

The Board recommends the Resolution at Item No.14 of the accompanying Notice for approval by the Members of the Company.

Item No.15:

Background, details and benefits of the transaction

Tata Power Solar Systems Limited (TPSSL) is a fellow subsidiary of TP Kirnali Limited (TPKL) and consequently, a related party of TPKL. TPSSL is an Indian company engaged in providing Engineering, Procurement and Construction (EPC) services for development of solar power plants, Operation and Maintenance of solar power plants as well as manufacturing of solar cells and modules.

TPKL avails EPC services from TPSSL for development of its Solar Power plants. As part of business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. Both TPSSL and TPKL, being part of the Tata Power Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The management of The Tata Power Company Limited (TPCL), the parent company of TPSSL and ultimate holding company of TPKL has provided the Audit Committee with the details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPSSL and TPKL for an aggregate value not exceeding ₹ 1,015 crore to be entered during FY23. The Audit Committee has noted that the said transactions will be executed between TPSSL and TPKL on an arm's length basis and in the ordinary course of business.

Notice

Details of the proposed transactions between TPKL and TPSSL are as follows:

Sl. No.	Description	Details																	
1.	A summary of information provided by the management to the Audit Committee																		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPSSL and TPKL are fellow subsidiaries of TPCL.																	
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Aditya Gupta, CFO and KMP of TPSSL, is also a Non-Executive Director of TPKL																	
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TPSSL has an on-going EPC and O&M contract wherein it undertakes construction of solar based power plants and provides need-based O&M services to TPKL. The duration of the on-going contract ranges from FY21 to FY47. TPKL anticipates availing of EPC and O&M services from TPSSL in the year under consideration.																	
d.	Tenure of the Transaction	The tenure of the contract(s) ranges from FY21 to FY47. However, approval of the Members is being sought for Material RPT for FY23.																	
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th colspan="2"></th> <th>₹ in crore</th> </tr> <tr> <th>Nature of transactions</th> <th>Existing/ proposed</th> <th>Estimated Value during FY23</th> </tr> </thead> <tbody> <tr> <td>Sale of Material</td> <td>Proposed/ Existing</td> <td>1,000</td> </tr> <tr> <td>Rendering of services</td> <td>Proposed/ Existing</td> <td>15</td> </tr> <tr> <td>Total</td> <td></td> <td>1,015</td> </tr> </tbody> </table>					₹ in crore	Nature of transactions	Existing/ proposed	Estimated Value during FY23	Sale of Material	Proposed/ Existing	1,000	Rendering of services	Proposed/ Existing	15	Total		1,015
		₹ in crore																	
Nature of transactions	Existing/ proposed	Estimated Value during FY23																	
Sale of Material	Proposed/ Existing	1,000																	
Rendering of services	Proposed/ Existing	15																	
Total		1,015																	
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	2.38% (for RPTs to be entered during FY23)																	
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 15																	
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																		
	(i) details of the source of funds in connection with the proposed transaction																		
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable																	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security																		
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT																		

Sl. No.	Description	Details
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	11.93% - Standalone turnover of TPSSL for FY22 NA- Standalone turnover of TPKL for FY22 as the company has not commenced operations.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Operational transactions not exceeding ₹ 1,015 crore	The RPTs will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost-plus mark-up, comparable price, etc.), as advised by the independent consulting firm, shall be considered as arm's length price.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.15.

Mr. Aditya Gupta, CFO and KMP of TPSSL is also a Non-Executive Director of TPKL. Mr. Gupta and his relatives' interest or concerns are limited only to the extent of his directorship/KMP position in TPSSL and TPKL.

None of the Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.15 of the accompanying Notice.

The Board recommends the Resolution at Item No.15 of the accompanying Notice for approval by the Members of the Company.

Item No.16:

Background, details and benefits of the transaction

Tata Power Trading Company Limited (TPTCL) is a wholly owned unlisted subsidiary of The Tata Power Company Limited (TPCL). Maithon Power Limited (MPL) is an unlisted subsidiary in which 74% is held by TPCL and 26% by Damodar Valley Corporation (DVC). Consequently, both are related parties.

TPTCL is primarily engaged in the business of trading of electricity across the country. TPTCL sources power from different public and private sector generating unit and supplies to various consumers being public and private power sector utilities.

MPL has entered into Tri Party Power Purchase Agreement (PPA) with TPTCL for supply of 300 MW to West Bengal State Electricity Distribution Company Limited and 300 MW to Tata Power Delhi Distribution Limited. MPL also has PPA with Kerala State Electricity Board and DVC for supply of 300 MW each, respectively. The tariff for supply of power is uniformly decided by Central Electricity Regulatory Commission (CERC).

The management of TPCL has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPTCL and MPL for an aggregate value not exceeding ₹ 1,800 crore to be entered into during FY23. The Audit Committee has noted that the transactions will be executed between TPTCL and MPL on an arm's length basis and in the ordinary course of business of TPTCL and MPL.

Notice

Details of the proposed transactions between TPTCL and MPL are as follows:

Sl. No.	Description	Details		
1.	A summary of information provided by the management to the Audit Committee			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPTCL is a wholly owned subsidiary of TPCL. MPL is a joint venture between TPCL and DVC.		
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Amarjit Chopra is a Non-Executive Director of both TPTCL and MPL.		
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TPTCL has an on-going power purchase arrangement with MPL whereby TPTCL purchases power for onward selling. The said arrangement is effective from FY12 till FY42.		
d.	Tenure of the Transaction	The tenure of the contract ranges from FY12 till FY42. However, approval of the Members is being sought for Material RPT for FY23.		
e.	Value of the proposed Transaction	₹ in crore		
		Nature of transactions	Existing/ proposed	Estimated Value during FY23
		Purchase of Power	Existing	1,800
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	4.23% (for RPTs to be entered during FY23)		
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 16		
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
	(i) details of the source of funds in connection with the proposed transaction			
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable		
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security			
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT			
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.		

Sl. No.	Description	Details
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	22.37% - Standalone turnover of TPTCL for FY22 64.69% - Standalone turnover of MPL for FY22
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Purchase of Power not exceeding ₹ 1,800 crore	The RPT of purchase of power is based on tariff order pronounced by CERC.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.16.

Mr. Amarjit Chopra is a Non-Executive Director of both TPTCL and MPL. Mr. Chopra and his relatives' interest or concerns are limited only to the extent of his directorship in TPTCL and MPL.

None of the Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.16 of the accompanying Notice.

The Board recommends the Resolution at Item No.16 of the accompanying Notice for approval by the Members of the Company.

Item No.17:

Background, details and benefits of the transaction

Tata Power Trading Company Limited (TPTCL) is a wholly owned unlisted subsidiary of The Tata Power Company Limited (TPCL). Tata Power Delhi Distribution Limited (TPDDL) is a joint venture between TPCL (51%) and the Government of NCT of Delhi (49%). Consequently, both are related parties.

TPTCL is primarily engaged in the business of trading of electricity across the country. It sources power from different public and private sector generating units and supplies to various consumers being public and private power sector utilities.

TPDDL is a public limited company set up in terms of Delhi Electricity Reforms (Transfer Scheme) Rules, 2001 and is primarily engaged in the business of distribution of electricity in North and North West Delhi.

The transaction not only help smoothen business operation but also ensures desired quality of services without interruption and generation of business to cater to their business requirements.

The management of TPCL has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs between TPTCL and TPDDL for an aggregate value not exceeding ₹ 1,500 crore to be entered during FY23. The Audit Committee has noted that the said transactions will be executed between TPTCL and TPDDL on an arm's length basis and in the ordinary course of business of TPTCL and TPDDL.

Notice

Details of the proposed transactions between TPDDL and TPTCL are as follows:

Sl. No.	Description	Details							
1.	A summary of information provided by the management to the Audit Committee								
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TPTCL is a wholly owned subsidiary of TPCL. TPDDL is a joint venture between TPCL (51%) and Government of NCT of Delhi (49%).							
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Sanjay Banga and Mr. Ajay Kapoor are Non-Executive Directors of both TPTCL and TPDDL. Mr. Amarjit Chopra, Non-Executive Director of TPTCL is also an Independent Director of TPDDL. Mr. Ganesh Srinivasan, Non-Executive Director of TPTCL is also the Chief Executive Officer and KMP of TPDDL.							
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	TPTCL has an on-going power sale arrangement with TPDDL whereby TPTCL sells power to TPDDL. The said arrangement is effective from FY12 to FY37.							
d.	Tenure of the Transaction	The tenure of the contract ranges from FY12 to FY37. However, approval of the Members is being sought for Material RPT for FY23.							
e.	Value of the proposed Transaction	<table border="1"> <thead> <tr> <th rowspan="2">Nature of transactions</th> <th rowspan="2">Existing/ proposed</th> <th>₹ in crore</th> </tr> <tr> <th>Estimated Value during FY23</th> </tr> </thead> <tbody> <tr> <td>Sale of Power</td> <td>Existing</td> <td>1,500</td> </tr> </tbody> </table>	Nature of transactions	Existing/ proposed	₹ in crore	Estimated Value during FY23	Sale of Power	Existing	1,500
Nature of transactions	Existing/ proposed	₹ in crore							
		Estimated Value during FY23							
Sale of Power	Existing	1,500							
f.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	3.52% (for RPTs to be entered during FY23)							
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 17							
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:								
	(i) details of the source of funds in connection with the proposed transaction								
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable							
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security								
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT								
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.							

Sl. No.	Description	Details
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	19.61% - Standalone turnover of TPDDL for FY22 18.65% - Standalone turnover of TPTCL for FY22
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/agreement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Arm's length pricing
Sale of Power not exceeding ₹ 1,500 crore	The RPT of sale of power is based on tariff order pronounced by CERC

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No.17.

Mr. Sanjay Banga and Mr. Ajay Kapoor, Non-Executive Directors of TPTCL, are also Non-Executive Directors of TPDDL. Mr. Amarjit Chopra, Non-Executive Director of TPTCL is also an Independent Director of TPDDL. Further, Mr. Ganesh Srinivasan, Non-Executive Director of TPTCL is also the Chief Executive Officer and KMP of TPDDL. Mr. Banga, Mr. Kapoor, Mr. Chopra, Mr. Srinivasan and their relatives' interest or concerns are limited only to the extent of their directorship / KMP position(s) in TPTCL and TPDDL.

None of the Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.17 of the accompanying Notice.

The Board recommends the Resolution at Item No.17 of the accompanying Notice for approval by the Members of the Company.

Item No.18: In supersession of Resolution No.13 passed at the 88th Annual General Meeting of the Company held on August

8, 2007 and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Act and the rules framed thereunder, Registers as prescribed under Section 88 of the Act and copies of Annual Returns as required under Section 92 of the Act together with the copies of certain other registers, certificates, documents, etc. are required to be kept and maintained at the Registered Office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total Members entered in the Register of Members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Pursuant to the shifting of the registered office of TSR Consultants Private Limited (TCPL) (formerly TSR Darashaw Consultants Private Limited), the Registrar and Transfer Agent of the Company, from 6-10 Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai 400 011 to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, approval of the Members is sought by way of a Special Resolution for keeping and maintaining the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and / or at the other places mentioned in the Resolution.

The mentioned documents are open for inspection, by Members or such persons as entitled to such inspection between 11.00 a.m. to 1.00 p.m. on any working day of TCPL or by writing to the Company at investorcomplaints@tatapower.com except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

None of the Directors and KMP of the Company and their respective relatives are concerned or interested in the resolution set out at Item No.18 of the accompanying Notice.

The Board commends the Special Resolution as set out at Item No.18 of the accompanying Notice for approval by the Members of the Company.

Item No.19: As Members are aware, the Company is undertaking several projects/contracts in India as well as outside India mainly for the erection, operation and maintenance of power generation, transmission and distribution facilities. To enable the Directors to appoint Branch Auditors for the purpose of auditing the accounts

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of the Company's Branch Offices outside India (whether existing or as may be established), the necessary authorisation of the Members is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item No.19 of the accompanying Notice.

None of the Directors and KMP of the Company and their respective relatives are concerned or interested in the Resolution at Item No.19 of the accompanying Notice.

The Board recommends the Resolution at Item No.19 of the accompanying Notice for approval by the Members of the Company.

Item No.20: Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the re-appointment of M/s. Sanjay Gupta and Associates (SGA) (Firm Registration No. 000212) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for FY23, at a remuneration of ₹ 6,50,000 (Rupees Six Lakh Fifty Thousand only) plus applicable taxes, travel and actual out-of-pocket expenses.

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

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

None of the Directors and KMP of the Company and their respective relatives are concerned or interested in the Resolution at Item No.20 of the accompanying Notice.

The Board recommends the Resolution at Item No.20 of the accompanying Notice for ratification by the Members 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, May 18, 2022

Registered Office:

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

CIN: L28920MH1919PLC000567

Tel: 91 22 6665 8282 Fax: 91 22 6665 8801

Email: tatapower@tatapower.com

Website: www.tatapower.com

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)**

Name of Director	Mr. K. M. Chandrasekhar	Mr. Saurabh Agrawal
DIN	06466854	02144558
Designation / Category of Directorship	Independent, Non-Executive	Non-Independent, Non-Executive
Date of Birth (Age)	February 20, 1948 (74 years)	August 13, 1969 (52 years)
Date of Appointment	May 4, 2017	November 16, 2017
Expertise in specific functional areas	<p>Mr. Chandrasekhar entered the Indian Administrative Service in 1970. He was ranked third in the list in the batch. Prior to that, he secured B.A. (Honours) in Economics and M.A. in History from St. Stephen's, College, University of Delhi. After entering Government service, he did his M.A. in Management Studies from the University of Leeds in United Kingdom.</p> <p>He spent the first 25 years of his career in Kerala, holding such positions as Managing Director of the State Civil Supplies Corporation, District Collector, Idukki, Director of Fisheries, Principal Secretary (Industries) and Principal Secretary (Finance). During this period, he was also Chairman of the Spices Board under the Ministry of Commerce, Government of India.</p> <p>In 1996, he left Kerala on Central Government deputation. During his 15 years tenure with the Government of India, from 1996 to 2011, he was Joint Secretary in the key Trade Policy Division of the Ministry of Commerce, Deputy Chief of Mission in the Embassy of India, Brussels and the Ambassador and Permanent Representative of India in the World Trade Organization in Geneva. He rose to the position of Union Cabinet Secretary. As Cabinet Secretary, he was Head of all the Civil Services in India and reported directly to the Prime Minister. He retained that position for four years. He retired from Government service in 2011 at the age of 63, having served Government for 41 years.</p> <p>Post retirement, he was, for 5 years, Vice-Chairman, Kerala State Planning Board with rank of Cabinet Minister of the State.</p> <p>Mr. Chandrasekhar has considerable management experience having been associated as Chairman, Managing Director or member of the Board of Directors of more than 40 companies in the public, joint and private sector. He has written several articles and presented papers. He has also been consultant to the Commonwealth Secretariat and to the UN Food and Agriculture Organization.</p>	<p>Mr. Agrawal joined Tata Sons Private Limited (TSPL) in July 2017 as the Group Chief Financial Officer. An investment banker, he brings with him over two decades of rich experience in capital markets.</p> <p>Starting his career in 1995, Mr. Agrawal has a sterling record in both strategy and execution, covering a wide range of industries. He joined TSPL from the Aditya Birla Group, where he was head of strategy. Prior to that, he has been head of the corporate finance unit of Standard Chartered Bank in India and South Asia, and the head of the investment banking division in DSP Merrill Lynch.</p>
Qualifications	<p>Indian Administrative Service in 1970. B.A. (Honours) in Economics and M.A. in History from St. Stephen's College, University of Delhi. M.A. in Management Studies from the University of Leeds in United Kingdom.</p>	<p>Graduate of the Indian Institute of Technology, Roorkee. Post graduate management degree from the Indian Institute of Management, Calcutta</p>

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Name of Director	Mr. K. M. Chandrasekhar	Mr. Saurabh Agrawal
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Tata Advanced Systems Limited • KIMS Health Care Management Limited • KIMS Al Shifa Healthcare Private Limited • Tata Power Delhi Distribution Limited • TP Central Odisha Distribution Limited • TP Western Odisha Distribution Limited • TP Southern Odisha Distribution Limited • TP Northern Odisha Distribution Limited 	<ul style="list-style-type: none"> • Tata Sons Private Limited • Tata Steel Limited • Tata Capital Limited • Voltas Limited • Tata AIA Life Insurance Company Limited • Tata AIG General Insurance Company Limited • Tata Play Limited • Air India Express Limited • Gradis Trading Private Limited • Talace Private Limited • Supermarket Grocery Supplies Private Limited
Committee position held in other companies	<p>Audit Committee Member</p> <ul style="list-style-type: none"> • Tata Advanced Systems Limited • Tata Power Delhi Distribution Limited • TP Central Odisha Distribution Limited <p>Corporate Social Responsibility Committee Chairman</p> <ul style="list-style-type: none"> • TP Northern Odisha Distribution Limited <p>Member</p> <ul style="list-style-type: none"> • Tata Advanced Systems Limited • TP Southern Odisha Distribution Limited <p>Nomination and Remuneration Committee Chairman</p> <ul style="list-style-type: none"> • Tata Power Delhi Distribution Limited <p>Long Term Loans and Borrowing Committee Chairman</p> <ul style="list-style-type: none"> • Tata Power Delhi Distribution Limited 	<p>Audit Committee Member</p> <ul style="list-style-type: none"> • Tata Steel Limited <p>Risk Management Committee Member</p> <ul style="list-style-type: none"> • Tata Steel Limited • Tata Capital Limited <p>Group Risk Management Committee Member</p> <ul style="list-style-type: none"> • Tata Sons Private Limited <p>Corporate Social Responsibility Committee Chairman</p> <ul style="list-style-type: none"> • Tata Capital Limited • Tata AIA Life Insurance Company Limited • Air India Express Limited <p>Member</p> <ul style="list-style-type: none"> • Tata AIG General Insurance Company Limited <p>Asset Liability Management Committee Chairman</p> <ul style="list-style-type: none"> • Tata Sons Private Limited <p>Finance and Asset Liability Supervisory Committee Chairman</p> <ul style="list-style-type: none"> • Tata Capital Limited <p>Nomination and Remuneration Committee Member</p> <ul style="list-style-type: none"> • Tata Capital Limited • Tata AIA Life Insurance Company Limited • Tata AIG General Insurance Company Limited • Tata Play Limited <p>Investment Committee Chairman</p> <ul style="list-style-type: none"> • Tata AIG General Insurance Company Limited <p>Member</p> <ul style="list-style-type: none"> • Tata AIA Life Insurance Company Limited <p>Executive Committee of the Board Member</p> <ul style="list-style-type: none"> • Tata Steel Limited
Remuneration	N.A.	N.A.
No. of meetings of the Board attended during the year	8	8

Name of Director	Mr. K. M. Chandrasekhar	Mr. Saurabh Agrawal
No. of shares held:		
(a) Own	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil

For other details such as relationship with other directors and KMP in respect of Mr. K. M. Chandrasekhar and Mr. Saurabh Agrawal, please refer to the Report on Corporate Governance, which forms part of this Annual Report.