

Notice of 43rd Annual General Meeting

NOTICE OF 43rd ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting of the members of Tata Projects Limited will be held on Friday the 05th day of August 2022 at 12:00 (noon) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) 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 appoint a Director in place of Mr. Banmali Agrawala (DIN: 00120029), who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of M/s. Price Waterhouse & Co., Chartered Accountants, LLP, Hyderabad as a Statutory Auditor of the Company for second term of 5 years.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Price Waterhouse & Co., Chartered Accountants, LLP (Reg. No.: 304026E/E-300009) be and are hereby reappointed as statutory auditors of the Company for the second term of 5 (five) consecutive years starting from financial year 2022-2023 and to hold office from the conclusion of

this 43rd annual general meeting until conclusion of 48th annual general meeting to be held in the year 2027 on such remuneration plus reimbursement of out-of-pocket expenses and applicable taxes and that the Board of Directors of the Company be and are hereby authorised to decide the audit fee as recommended by the Audit Committee in consultation with the statutory auditors."

SPECIAL BUSINESS

5. Appointment of Mr. Ritesh Mandot (DIN:02090270) as a Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Ritesh Mandot (DIN: 02090270), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective October 21, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. Appointment of Mr. Vinayak Pai (DIN:03637894) as a Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Vinayak Pai (DIN: 03637894), who was appointed by the Board of Directors, based on the recommendation of the Nomination and

Remuneration Committee, as an Additional Director of the Company effective May 12, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment hereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

7. Appointment of Mr. Sanjeev Churiwala (DIN:00489556) as a Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sanjeev Churiwala (DIN: 00489556), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective June 9, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. Appointment of Mr. Vinayak Pai (DIN:03637894) as Executive Director & MD – Designate:

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V of the Companies Act 2013 and any other applicable provisions, including any amendments or re-enactment(s) thereof for the time being in force, consent and approval of shareholders be and is hereby accorded for the appointment of Mr. Vinayak Pai (DIN No. 03637894) as Executive Director & MD – Designate for the tenure with effect from May 12, 2022 to July 21, 2022 as per the terms and conditions set out in explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss or inadequacy of profits."

9. Appointment of Mr. Vinayak Pai (DIN:03637894) as Managing Director:

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

"RESOLVED THAT Pursuant to the provisions of sections 196, 197 and 203 read with Schedule V of the Companies Act 2013 and any other applicable provisions, including any amendments or re-enactment(s) thereof for the time being in force, consent and approval of shareholders be and is hereby accorded for the appointment of Mr. Vinayak Pai (DIN No. 03637894) as Managing Director for a tenure with effect from July 22, 2022 to June 30, 2027 as per the terms and conditions set out in explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss or inadequacy of profits."

RESOLVED FURTHER THAT Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

10. Ratification of Cost Auditor's remuneration for the FY 2022-23

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT Pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modifications or re-enactment thereof for the time being in force), the Company hereby ratifies remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) with reimbursement of conveyance expenses at actual and GST as applicable, as approved by the Board of Directors, payable to M/s Nageswara Rao & Co, Cost Accountants, bearing Firm Registration Number 000332, who are appointed by Board of Directors to carry out audit of Company's cost records for the Financial Year 2022-23.”

11. Issue of debentures up to Rs.1000 crore u/s 42 and 71

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

“RESOLVED THAT Pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made there under, including any statutory modifications or re-enactments thereof for the time being in force, the Foreign

Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, SEBI (Issue & Listing of Debt Securities) Regulations, 2008, the Securities Contracts (Regulation) Act, 1956, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and the Articles of Association of the Company, the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is here by accorded to make offer(s) or invitation(s) to subscribe the Listed/Unlisted Taxable Unsecured Redeemable Non-Convertible Debentures (“NCDs”) in one or more series, denominated in Indian rupees or in any foreign currency including but not limited to subordinated debentures, bonds, and/ or other debt securities, etc. on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special resolution by the members up to Rs 1,000 Crores (Rupees Thousand crore only) provided that total outstanding fund based borrowing, at any point of time until otherwise resolved by shareholders, shall not exceed the overall fund based borrowing limit of Rs. 4,000 Crore (Rupees Four Thousand Crore only), approved by the shareholders under Section 180(1)(c) at their meeting held on December 10, 2021.

Dated: July 20, 2022

Registered Office:
Mithona Towers-1, 1-7-80 to 87
Prender Ghast Road,
Secunderabad-500 003

By Order of the Board of Directors

B S Bhaskar
Company Secretary

NOTES

The Ministry of Corporate Affairs, vide its recent Circular No. 20/2021 dated December 8, 2021 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” permitted the holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue. In terms of said MCA circular, the 43rd AGM of the Company will be held through VC/OAVM. Hence, Members can participate in the AGM through VC/OAVM only.

In line with the aforesaid MCA Circular, the Notice of the 43rd AGM along with Annual Report 2021-22 is being sent to Members only through electronic mode to their emails registered with the Company. Members may note that the Notice and Annual Report have been uploaded on website of the Company at www.tataprojects.com.

Since this AGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, 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 to AGM venue are not annexed to this Notice.

The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Corporate Members sending their authorised representative to attend the AGM are requested to send certified copy of Board Resolution authorising the representative to attend and vote on their behalf at the meeting.

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No(s). 5 to 7 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking re-appointment.

The AGM will be conducted through Microsoft Teams Application; and closure to the date of the AGM, meeting invitation will be sent to the registered emails of the authorised representatives of the Members.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act 2013)

ITEM No.5:

Appointment of Mr. Ritesh Mandot (DIN:02090270) as a Director

The Board of Directors at its meeting held on October 22, 2021 appointed Mr. Ritesh Mandot (DIN: 02090270) as Additional Investor Nominee Director on the Board of the Company, as per the nomination received from Omega TC Holdings Pte Ltd., vide its letter dated October 21, 2021.

The brief profile of Mr. Ritesh Mandot is given below:

Mr. Ritesh Mandot is the Principal at Tata Opportunities Fund (Tata Capital), a USD 600 Mn growth stage private equity fund. He has previously worked with the private equity arm of Reliance Industries (GenNext Ventures), Milestone Religare (Healthcare and Education focused fund) and MAPE Advisory (a leading boutique investment bank). He has extensive work experience spanning Private Equity and Investment Banking with a cumulative transaction record of more than US\$ 750 million spread over more than a decade. He brings with him wide ranging experience across M&A, Capital raising, Strategy & Investments. He has extensive experience across the lifecycle of alternative investment assets.

At Tata Capital, he has been involved in investments across Tata Sky, Shriram Properties, Tata Projects and Uber Technologies and also serves as member / observer on the boards of Tata Sky, Tata Projects and Shriram Properties.

Ritesh holds a Bachelor degree in Electrical and Electronics Engineering from Birla Institute of Technology & Science, Pilani and an MBA from the Indian Institute of Management, Ahmedabad.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Ritesh Mandot, are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM No.6:

Appointment of Mr. Vinayak Pai (DIN:03637894) as a Director

The Board of Directors at its meeting held on May 12, 2022 appointed Mr. Vinayak Pai as additional director and ED & MD-Designate as per recommendation of NRC at its meeting held on same day.

The brief profile of Mr. Vinayak Pai is given below:

Aged around 56 years, Mr. Vinayak is BE Electrical from College of Engineering, Pune. Currently, he is working with Worley since 2019 as Group President – EMEA & APAC, based in Netherlands. From 2013 to 2019, Mr. Pai was the President - Global Energy and Chemicals at Jacobs Engineering Group, India and US. Jacobs was acquired by Worley and Mr. Pai moved to Worley as a part of the acquisition. For a brief period from 2012 to 2013, he was Managing Director – Technical at KBR, India. From 1987 to 2012, he worked with Aker Solutions, India and was Director – Operations before joining KBR in 2012.

Mr. Vinayak brings more than 34 years of rich experience in the Chemicals, Energy, Minerals and Metals, Hydrocarbon, Infrastructure & Environment, Power, Oil and Gas Industries. He has successfully held leadership positions in Engineering, Construction, Procurement, Project Management and Consulting. He has successfully bid for projects and grown the business in highly competitive markets across the world. He has built capacities to address large engineering challenges and delivered to global standards.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Vinayak Pai, are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM No.7:
Appointment of Mr. Sanjeev Churiwala
(DIN: 00489556) as a Director

The Board of Directors by way of circular resolution dated June 9, 2022 appointed Mr. Sanjeev Churiwala as additional director as per recommendation of NRC vide its circular resolution dt. June 9, 2022.

The brief profile of Sanjeev Churiwala is given below:

Sanjeev Churiwala is a Fellow Member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost Accountants of India, besides holding an Executive MBA from the London Business School, UK.

Currently, he is the CFO of The Tata Power Company Limited. Till Oct 2021, he was the Executive Director and Chief Financial Officer at Diageo India (United Spirits Ltd) and was a part of its Executive Committee. He has around 23 years of diversified work experience. In the initial 9 years of his career, he has worked in operation roles in business development, projects and commercial functions and the later 14 years in core finance & strategy.

Sanjeev worked with Ambuja Cements and its subsidiaries for about 15 years in various roles that included finance, business development, project management, commercial operations, business and financial integration. Prior to joining Ambuja Cements as its CFO, Sanjeev also served as country CFO for Holcim's operations in Sri Lanka for about 4 years. Sanjeev had brief stints with Electrosteel Castings Ltd as CFO & Company Secretary and with ICRA Ltd.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Sanjeev Churiwala, are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM No.8:
Appointment of Mr. Vinayak Pai
(DIN:03637894) as Executive Director &
MD – Designate

ITEM No.9:
Appointment of Mr. Vinayak Pai
(DIN:03637894) as Managing Director

Pursuant to recommendation of Nomination and Remuneration Committee (NRC) at its meeting held on May 12, 2022, the Board of Directors at their meeting held on the same day appointed Mr. Vinayak Pai (DIN 03637894) as Executive Director and MD Designate with effect from May 12, 2022.

Further, as Mr. Vinayak K Deshpande would be superannuating as Managing Director on July 21, 2022, the NRC, at its meeting held on July 18, 2022 recommended re-designating Mr. Vinayak Pai as Managing Director w.e.f. July 22, 2022 for a term upto June 30, 2027. The Board, at its meeting held on July 20, 2022 approved the recommendation of NRC.

The terms and conditions of appointment of Mr. Vinayak Pai as Executive Director and MD Designate w.e.f. May 12, 2022 and as Managing Director w.e.f. July 22, 2022 are as given below:

I. Subject to supervision and control of the Board of Directors of the Company, Executive Director & MD-Designate shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

II a) Period of Appointment as ED & MD
Designate: May 12, 2022 to July 21, 2022

b) Period of Appointment as
Managing Director: July 22, 2022 to
June 30, 2027

III. Remuneration:

a. Salary

Basic Salary of Rs. 15,24,500 /- per month from April 1,

2022 to March 31, 2023 as recommended by NRC and approved by the Board at meetings held on October 5, 2021. NRC shall review and decide on revision for the remaining period of his tenure. The annual merit-based increment, which will be effective 1st April each year, will be decided by the Board, considering the Company's performance as well.

b. Benefits, Perquisites & Allowances

In addition to the salary and commission payable, Mr. Vinayak Pai shall also be entitled to perquisites and allowances as under:

A. Rent-free residential accommodation (furnished or otherwise)

The Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for the said accommodation OR House Rent, House Maintenance and Utility Allowances aggregating to 85% of the basic salary. (In case residential accommodation is not provided by the Company)

B. Hospitalisation, Transport, Telecommunication and other facilities:

- i. Hospitalization and major medical expenses for self, spouse, dependent children and parents, as per company policy.
- ii. Car, with driver provided, maintained by the Company for official and personal use;
- iii. Telecommunication facilities including broadband, internet and fax; and
- iv. Housing Loan as per the Rules of the Company

C. Other perquisites and allowances given below as % of the annual salary;

The categories of perquisites / allowances are:

No.	Particulars	Percentage
A	Other Allowances	45%

B	Leave Travel Concession / Allowance	8.33%
C	Medical allowance	8.33%
D	PF	12%
E	Gratuity	4.81%
F	Superannuation	15%

D. Total Annual Bonus / Commission

Up to INR 5 Crores per annum will be delivered as Commission on the achievement of the annual operating plan of Tata Projects Limited and specific Key Performance Indicators for personal contributions. These parameters will be agreed before the start of each Financial Year of the company. The Plan will have defined threshold and any achievement below threshold value will result in no payout. ED will be eligible to earn up to INR 5 Crores through this Plan.

Such remuneration by way of commission, in addition to salary and perquisites and allowances payable, to be merit-based and calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in the Act. The Commission shall be paid after the Annual Accounts are approved by the Board of Directors and adopted by the shareholders.

E. Long Term Incentive

Target of INR 5 Crores will be delivered as Long-Term Incentive to drive long term value creation for the shareholders of the company. This amount will either be paid through a deferred cash-based Plan or a Stock Based Plan as finalized by the Board of Directors of the Company. The scheme will be designed to deliver INR 5 Crore on target per annum post full vesting.

The perquisites shall be valued as per the Income-Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of the Company's car for official

duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

F. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where, in any financial year during the currency of tenure of Mr. Vinayak Pai as Executive Director and/or Managing Director, Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above as the minimum remuneration.

IV. Termination

The employment of Mr. Vinayak Pai as Executive Director and/or Managing Director may be terminated by giving six months' notice from either side or by paying six months' remuneration in lieu of such notice.

The employment of Mr. Vinayak Pai may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him.

V. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to him.

VI. If at any time Mr. Vinayak Pai ceases to be a Director for any cause whatsoever, he shall also cease to be the Executive Director and/or Managing Director of the Company.

VII. If at any time he ceases to be Executive Director and/or Managing Director for any cause whatsoever, he shall also cease to be a Director of the Company.

VIII. Mr. Vinayak Pai shall not be entitled to supplement his earnings under the agreement with any buying or selling commissions. He shall not also become interested or otherwise concerned directly or through his wife or children in any selling agency of the Company, without prior approval of the Central Government.

IX. He shall not have the powers which are to be exercised by the Board of Directors only as provided under the Act."

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, except Mr. Vinayak Pai, are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM NO.10: Ratification of Cost Auditor's remuneration for the FY 2022-23

The Board approved the appointment of M/s Nageswara Rao & Co., Cost Accountants bearing Firm Registration Number 000332, as Cost Auditors of the Company to conduct audit of cost records for the financial year 2022-23 at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) with reimbursement of conveyance expenses at actual and GST as applicable.

In accordance with provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 remuneration payable to cost auditors has to be ratified by shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at item No. 6 of the notice for ratification of remuneration payable to Cost Auditors for the financial year 2022-23.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in, anyway concerned or interested, financially or otherwise, in the resolution set out at item No. 10 of the notice.

The Directors recommend the resolution for approval by the members.

**ITEM NO.11:
Issue of debentures up to Rs.1000 Crore u/s 42 & 71**

Considering the fund requirements of the Company towards various new and upcoming projects, it is proposed to issue Listed/Unlisted Taxable Unsecured Redeemable Non-Convertible Debentures upto Rs.1,000 Cr. Pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make an offer or invitation to subscribe to securities through private placement unless the proposal has been previously approved by the shareholders of the company, by a special resolution for each of the offers or invitations. Further, Second Proviso to Rule 14(1) states that if offer or invitation for non-convertible debentures is within the limits approved by the shareholders under section 180(1)(c), then it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitations to such debentures during the year.

Dated: July 20, 2022

Registered Office:
Mithona Towers-1, 1-7-80 to 87
Prender Ghast Road,
Secunderabad-500 003

Accordingly, the approval of the Members is being sought by way of Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to enable the Company to issue and allot Listed/Unlisted Taxable Unsecured Redeemable Non-Convertible Debentures on a private placement basis, in one or more tranches, for an amount not exceeding Rs. 1,000 crore (Rupees Thousand Crore only), during the period of one year from the date of passing of the Resolution at Item No. 11 within the overall borrowing limits of Rs. 4,000 crore, as approved by the Members of the Company under Section 180(1)(c) of the Companies Act, 2013 and Rules framed thereunder, from time to time with the authority to the Board of Directors to determine the terms and conditions, including the issue price of the NCD.

The Directors therefore recommend the Resolution at Item No. 11 of the accompanying Notice, for the approval of the Members of the Company to issue Listed/Unlisted Taxable Unsecured Redeemable Non-Convertible Debentures on a private placement basis pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder.

None of the Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

By Order of the Board of Directors

B S Bhaskar
Company Secretary

Additional Information:

Information pursuant to Para 1.2.5 of Secretarial Standard 2, pertaining to Director seeking Re-appointment/Appointment:

Name	Mr. Banmali Agrawala	Mr. Ritesh Mandot
Designation	Chairman	Non-Independent Director
Director Identification Number (DIN)	00120029	02090270
Date of Birth and Age	April 30, 1963 (59)	February 14, 1982 (40)
Qualifications	Graduation in Mechanical Engineering from Mangalore University and an alumnus of the Advanced Management Programme from Harvard Business School.	Bachelor degree in Electrical and Electronics Engineering from Birla Institute of Technology & Science, Pilani and an MBA from the Indian Institute of Management, Ahmedabad.
Experience	<p>Mr. Banmali Agrawala is the President, Infrastructure and Defence & Aerospace, Tata Sons Limited. In his earlier role, he was President and CEO of GE, South Asia, where he was responsible for all of GE's operations in the South Asia region. Prior to GE, he was Executive Director (BD & Strategy) and a Member of the Board of Tata Power. A veteran in the Energy domain, Banmali has over 30 years of global experience. He started his career with the Wartsila Group where he spent over 20 years, both in India and in Finland. At the time of leaving the Wartsila Group, he was the Managing Director of Wartsila India Ltd, the Global Head of the Bio Power Industries and a Member of the Global Power Plant Management Board. An active Member of the Confederation of Indian Industries (CII), Banmali has held several official positions within CII such as Chairman of the Western Regional Council, and currently is also a Member of CII's National Council. Banmali is a Mechanical Engineering graduate from Mangalore University and an alumnus of the Advanced Management Programme of Harvard Business School.</p>	As elaborated in Explanatory Statement to Item No. 5 of the AGM Notice
Terms and Conditions of Appointment	Appointed as Non-Executive, Non-Independent Director	Appointed as Non-Executive, Non-Independent Director
Remuneration	N.A.	N.A.
Date of first Appointment on the Board	03/02/2018	22/10/2021

Directorship in other Indian companies	<ol style="list-style-type: none"> 1. The Tata Power Company Limited 2. Tata Housing Development Company Limited 3. Tata Realty and Infrastructure Limited 4. Tata Advanced Systems Limited 5. Air Asia (India) Limited 6. Tata Electronics Private Limited 7. Tata Medical and Diagnostics Limited 8. Pratham Education Foundation Limited 	Nil
Number of shares held in the Company	Nil	Nil
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Position in Committees the Board of Directors of the Company	<p>Chairman – PRC Committee</p> <p>Member – NRC Committee</p>	<p>Member – PRC Committee</p> <p>Member – SRC Committee</p> <p>Member – RMC Committee</p>
Number of Board Meetings attended	9	5

Additional Information:

Information pursuant to Para 1.2.5 of Secretarial Standard 2, pertaining to Director seeking Re-appointment/Appointment:

Name	Mr. Vinayak Ratnakar Pai	Mr. Sanjeev Churiwala
Designation	Managing Director	Non-Independent Director
Director Identification Number (DIN)	03637894	00489556
Date of Birth and Age	19-09-1966 & Age 56	09-03-1970 & Age 52
Qualifications	BE Electrical from College of Engineering, Pune.	MBA from London Business School, UK; CA; CMA; & CS
Experience	As elaborated in Explanatory Statement to Item No. 6 of the AGM Notice	As elaborated in Explanatory Statement to Item No. 7 of the AGM Notice
Terms and Conditions of Appointment	Appointed as Executive Director & Managing Director Designate w.e.f. May 12, 2022.	Appointed as Non-Executive, Non-Independent Director
Remuneration	N.A. for the FY 21-22. Appointed as ED w.e.f. May 12, 2022	N.A.
Date of first Appointment on the Board	12-May-2022	09-June-2022
Directorship in other Indian companies	Artson Engineering Limited	1. TP Solar Limited 2. TP Saurya Limited 3. Prayagraj Power Generation Company Limited 4. Tata Power Renewable Energy Limited 5. SAB Management Services Private Limited
Number of shares held in the Company	Nil	Nil
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Position in Committees of Board of Directors of the Company	Nil	Nil
Number of Board Meetings attended	Nil	Nil