

Jan 06, 2022

Manish Chourasia,
Managing Director,
Tata Cleantech Capital Limited
12th Floor, Tower A 1201,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai - 400 013,
India

Director Nomination

Dear Mr. Manish Chourasia:

IFC hereby nominates Lodewijk Govaerts to be elected as a member of the Board of Directors (the "Board") of TATA CLEANTECH CAPITAL LIMITED (the "Company") in accordance with Section 2.01(a) of the Amended & Restated Shareholders Agreement between Tata Capital Limited, Tata Cleantech Capital Limited and IFC, dated February 17, 2016. Please complete all necessary formalities to have Lodewijk Govaerts elected to the Board in accordance with applicable law and the requirements of the Company Organizational Documents and notify IFC with copy to Divya Singh, dsingh5@ifc.org of the date of appointment.

For any communication with the nominee director please refer to the following contact details:

Lodewijk Govaerts,
Groenburgwal 4-II, 1011 HV,
Amsterdam,
The Netherlands
lodewijk_govaerts@yahoo.co
(M) +31 6 101 78 009

Upon election, Lodewijk Govaerts will serve as a nominee director ("Nominee Director") on the Board of Directors of your Company and will not act as a representative of IFC and has no authority to act on behalf of IFC. Therefore, all obligations of the Company vis-à-vis IFC under the terms of the legal agreements between the Company and IFC (such as reporting requirements and requests for waivers and amendments) shall be satisfied by the Company directly with IFC in accordance with the terms of such agreements.

The Company hereby acknowledges and agrees that the Nominee Director may share with IFC any information he has received as a member of the Board, including, without limitation, information relating to the business operations and activities of the Company, as well as provide periodic reports to IFC as to how he is discharging his duties as a director. The Company hereby agrees to provide the Nominee Director access to all information made available to any director of the Company in his or her capacity as a director.

The Company hereby agrees:

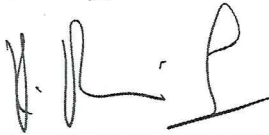
- IFC to invoice the Company INR 30,000 per Board meeting as sitting fees, or any other board sitting fee amount as determined by the Company's policy, for services of Mr. Lodewijk Govaerts.

The Company hereby agrees to use all reasonable efforts to ensure the personal safety of the Nominee Director when attending the Board meetings in person.

IFC may, at any time request the Nominee Director to resign from the Company's Board. In such a case, upon receiving the Nominee Director's resignation letter, the Company shall take all necessary actions under the applicable laws and regulations to implement the Nominee Director's resignation from the Company's Board. Finally, upon completion of all such actions, the Company shall notify IFC of Lodewijk Govaerts' resignation to the Board and the date of effectiveness of the resignation.

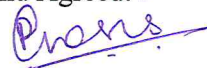
Please confirm the Company's agreement with the above provisions by signing and returning a copy to Divya Singh, dsingh5@ifc.org

Sincerely,



Rajagopal Raman
Global Equity Head, Financials Institutions Group
International Finance Corporation

Accepted and Agreed: -


[Authorized Representative] (Rajesh Garia
Date: 25-1-2022 Company Secretary)

TATA CLEANTECH CAPITAL LIMITED TATA CLEANTECH CAPITAL LIMITED

Encl.
Lodewijk Govaerts resume