



TATA CLEANTECH CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013

Corporate Identity Number: U65923MH2011PLC222430

Tel: (022) 6606 9000; Fax: (022) 6656 2699

Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF TATA CLEANTECH CAPITAL LIMITED will be held, at a shorter notice, on Wednesday, August 10, 2022, at 12:30 p.m., through Video Conferencing via Microsoft Teams, to transact the following special business:

1. Appointment of Mr. Lodewijk Govaerts as a Non-Executive Director of the Company

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

“**RESOLVED** that Mr. Lodewijk Govaerts (DIN: 09581838), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from July 21, 2022 and who holds office up to the date of the next Annual General Meeting of the Company, and in terms of Section 161 of the Companies Act, 2013 (“Act”) and pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other statutory/regulatory laws as may be applicable, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors
For Tata Cleantech Capital Limited




Rajesh Gosia
Company Secretary

Mumbai, August 02, 2022

Registered Office:

11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai – 400 013

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts relating to the business stated under Item No. 1 is annexed hereto. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Lodewijk Govaerts, the Director seeking appointment at the General Meeting, is furnished as a part of this Notice.
2. In view of the continuing COVID-19 pandemic and restrictions on the movements apart from social distancing requirement, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated April 8, 2020 read with the various Circulars issued by MCA in this regard and Circular No. 3/2022 dated May 5, 2022, permitted the holding of the EGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company, 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.
3. In compliance with the provisions of the Act read with aforesaid MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorized representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id gosia.rajesh@tatacapital.com.
6. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
7. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.



8. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.
10. The relevant documents, if any, referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at gosia.rajesh@tatacapital.com to inspect the same.
11. In case a Poll on any item is demanded by the Members at the EGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id gosia.rajesh@tatacapital.com.



EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated August 02, 2022:

Item No. 1

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide Circular Resolution passed on April 06, 2022 approved the appointment of Mr. Lodewijk Govaerts (DIN: 09581838), as a Non-Executive Director of the Company, subject to the receipt of his Director Identification Number ("DIN") prior written approval of the Reserve Bank of India ("RBI") and the approval of the Members of the Company.

The Ministry of Corporate Affairs allotted the DIN No. 09581838 on April 22, 2022 to Mr. Govaerts. RBI approved the appointment of Mr. Govaerts as a Non-Executive Director of the Company, vide its letter dated July 13, 2022. Accordingly, the Board of Directors, at its Meeting held on July 20, 2022, approved the appointment of Mr. Govaerts as an Additional Director of the Company, with effect from July 21, 2022 to hold office up to the date of next Annual General Meeting of the Company, subject to the approval of the Members of the Company.

Mr. Lodewijk Govaerts has completed his MBA in Business Administration from Groningen School of Management. Mr. Govaerts is a Member of both, the Asian Institute of Chartered Bankers and the Financial Institution Directors Education ("FIDE") – Associations. Currently, Mr. Govaerts is Non-Executive Director (Asian Development Bank Nominee) of PT Indonesia Infrastructure Finance, Non-Executive Director (Goodwill Nominee) of Origen Fresh EPZ Limited, Member of the Board of Governors of Leiden University, and Managing Partner of CNX Transaction Partners. Mr. Govaerts has more than 25 years of experience in Banking including investment banking, asset management and retail and commercial banking. Mr. Govaerts was the recipient of the Winner of Enterprise Asia 2014 Entrepreneurship Award (Malaysia) in its Outstanding Category and in 2015 became one of the "First Batch" Chartered Bankers of the Asian Institute of Chartered Bankers (affiliated with UK Chartered Banker Institute).

The Company has received a notice, in writing, pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Govaerts, as a Director of the Company. If appointed, Mr. Govaerts would be a Non-Executive Director and would not be responsible for the day-to-day affairs of the Company.

The appointment of Mr. Govaerts, as a Non-Executive Director of the Company, liable to retire by rotation, is now being placed before the Members, for their approval. The Board is of the opinion that the vast knowledge and varied experience of Mr. Govaerts will be of great value to the Company.



None of the Directors and Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice except Mr. Govaerts and his relatives.

The Board commends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

By Order of the Board of Directors
Tata Cleantech Capital Limited



A handwritten signature in blue ink, appearing to read "Rajesh Gosia".

Rajesh Gosia
Company Secretary

Mumbai, August 02, 2022

Registered Office:

11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai – 400 013.

**BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS DIRECTOR
AT THIS EXTRA ORDINARY GENERAL MEETING
(AS ON AUGUST 02, 2022)**

Particulars	Mr. Lodewijk Govaerts (DIN: 09581838)
Date of Birth and Age	June 03, 1965 Age: 57 years
Date of Appointment on Board	July 21, 2022
Qualifications	Doctorandus (Drs.), equivalent to MBA, Business Administration, University of Groningen. Member of both the Asian Institute of Chartered Bankers and the Financial Institution Directors Education ("FIDE") – Associations.
Experience	Currently, Mr. Govaerts is a Non-Executive Director (Asian Development Bank Nominee) of PT Indonesia Infrastructure Finance, Non-Executive Director (Goodwill Nominee) of Origen Fresh EPZ Limited, Member of the Board of Governors of Leiden University, and Managing Partner of CNX Transaction Partners B.V.. Mr. Govaerts has more than 25 years of experience in Banking including investment banking, asset management and retail and commercial banking. Mr. Govaerts was the recipient of the Winner of Enterprise Asia 2014 Entrepreneurship Award (Malaysia) in its Outstanding Category and in 2015 became one of the "First Batch" Chartered Bankers of the Asian Institute of Chartered Bankers (affiliated with UK Chartered Banker Institute).
Number of Meetings of the Board attended from July 21, 2022	Not Applicable
Other Directorships	<u>Director</u> a. CNX Transaction Partners B.V., Managing Partner b. PT Indonesia Infrastructure Finance c. Leiden University d. Origen Fresh EPZ Limited
Memberships/ Chairmanships of committees across other companies	<u>PT Indonesia Infrastructure Finance</u> <u>Member</u> • Board of Commissioners Investment Committee • Board of Commissioners Risk Oversight Committee <u>Leiden University</u> <u>Member</u> • Audit Committee



Shareholding in the Company	Nil
Relationship with other directors, manager or key managerial personnel, if any	None
Last drawn remuneration	Not Applicable
Remuneration sought to be paid	Sitting fees and Commission (if any)

