TATA

18th May 2018
BJ/SH-L2/

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

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

Dear Sirs,

Voting Results of Postal Ballot Activity and e-Voting

This is in furtherance to our letter dated 9th April 2018, enclosing the Notice and the Explanatory Statement dated 23rd March 2018, for seeking consent of the Members of the Company by way of Ordinary Resolutions through Postal Ballot and e-Voting for sale of:

a) 59,08,82,000 Equity Shares held by the Company in Panatone Finvest Limited to Tata Sons Limited; &
b) 1,33,96,200 Equity Shares held by the Company in Tata Communications Limited to Panatone Finvest Limited.

In this regard, we wish to inform you that the above two resolutions have been passed by the Members of the Company with requisite majority on 18th May 2018, being the last date of voting.

In connection with the same, please find the following:

a) Combined voting results of the said Postal Ballot activity including remote e-voting, in relation to the aforesaid businesses, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached and marked as **Annexure - 1**.

b) The Scrutinizer's Report dated 18th May 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexure - 2**.

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. www.tatapower.com.

You are requested to kindly take the same on record.

Yours faithfully,
For The Tata Power Company Limited

Company Secretary

Encls.

Printed on 100 % Recycled Paper

Annexure-1

Voting Results of Postal Ballot Activity and e-Voting

Date of the AGM/EGM	Not applicable (Resolutions passed through Postal Ballot on 18th May 2018)
Total number of shareholders on record date	3,28,427
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter group • Public	Not applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing • Promoter and Promoter group • Public	Not applicable (Resolutions passed through Postal Ballot)

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

Printed on 100 % Recycled Paper

THE TATA POWER COMPANY LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes, Tata Sons Limited (the Promoter) is interested in the resolution					
Sale of 59,08,82,000 Equity Shares held by the Company in Panatone Finvest Limited to Tata Sons Limited.										
Category	**Mode of Voting**	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. of Invalid Votes**	**% of Votes invalid on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**	**(8)**	**(9)=[(8)/(2)]*100**
Promoter and Promoter Group	E-Voting		53400784	5.98	53400784	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	**893200466**	**53400784**	**5.98**	**53400784**	**0**	**100.00**	**0.00**	**0**	**0.00**
Public - Institutional holders	E-Voting		1142120584	80.97	1142120584	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	**1410608304**	**1142120584**	**80.97**	**1142120584**	**0**	**100.00**	**0.00**	**0**	**0.00**
Public-Others	E-Voting		3169374	0.79	3043808	125566	96.04	3.96	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		3223227	0.80	2947268	117415	91.44	3.64	158544	4.92
	Total	**400964740**	**6392601**	**1.59**	**5991076**	**242981**	**93.72**	**3.80**	**158544**	**2.48**
Total	E-Voting		1198690742	44.32	1198565176	125566	99.99	0.01	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		3223227	0.12	2947268	117415	91.44	3.64	158544	4.92
	Total	**2704773510**	**1201913969**	**44.44**	**1201512444**	**242981**	**99.97**	**0.02**	**158544**	**0.01**

THE TATA POWER COMPANY LIMITED

Thu Mistry

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED										
Resolution (2)										
Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes, Tata Sons Limited (the Promoter) is interested in the resolution					
Sale of 1,33,96,200 Equity Shares held by the Company in Tata Communications Limited to Panatone Finvest Limited.										
Category	**Mode of Voting**	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. of Invalid Votes**	**% of Votes invalid on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**	**(8)**	**(9)=[(8)/(2)]*100**
Promoter and Promoter Group	E-Voting		53400784	5.98	53400784	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	**893200466**	**53400784**	**5.98**	**53400784**	**0**	**100.00**	**0.00**	**0**	**0.00**
Public - Institutional holders	E-Voting		1142120584	80.97	1142120584	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	**1410608304**	**1142120584**	**80.97**	**1142120584**	**0**	**100.00**	**0.00**	**0**	**0.00**
Public-Others	E-Voting		3141464	0.78	2991057	150407	95.21	4.79	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		3207595	0.80	2758527	127765	86.00	3.98	321303	10.02
	Total	**400964740**	**6349059**	**1.58**	**5749584**	**278172**	**90.56**	**4.38**	**321303**	**5.06**
Total	E-Voting		1198662832	44.32	1198512425	150407	99.99	0.01	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		3207595	0.12	2758527	127765	86.00	3.98	321303	10.02
	Total	**2704773510**	**1201870427**	**44.44**	**1201270952**	**278172**	**99.95**	**0.02**	**321303**	**0.03**

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To
The Chairman,
THE TATA POWER COMPANY LIMITED
Bombay House,
24, Homi Mody Street,
Mumbai 400 001

Report of Scrutinizer

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following Ordinary Resolutions pursuant to the Notice dated March 23, 2018 issued under Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration), Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015.

(a) Sale of 59,08,82,000 Equity Shares held by the Company in Panatone Finvest Limited to Tata Sons Limited.

(b) Sale of 1,33,96,200 Equity Shares held by the Company in Tata Communications Limited to Panatone Finvest Limited.

The notice dated March 23, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the above mentioned resolutions proposed through Postal Ballot.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of March 31, 2018 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Thursday, April 19, 2018 at 09:00 a.m. (IST) and ended on Friday, May 18, 2018 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Contd....2

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical ballot forms received up to Friday, May 18, 2018 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and the physical ballot forms received respectively and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

<u>Resolution 1.Ordinary Resolution</u>

Sale of 59,08,82,000 Equity Shares held by the Company in Panatone Finvest Limited to Tata Sons Limited.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
2,698	1,20,15,12,444	99.98

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
152	2,42,981	0.02

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
101	1,58,544

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 2.Ordinary Resolution

Sale of 1,33,96,200 Equity Shares held by the Company in Tata Communications Limited to Panatone Finvest Limited.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
2,601	1,20,12,70,952	99.98

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
195	2,78,172	0.02

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
165	3,21,303

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Place: Mumbai

Signature:
Name: P. N. Parikh
Scrutinizer

Dated: May 18, 2018

FCS: 327 CP: 1228

THE TATA POWER COMPANY LIMITED

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY
FCS 3606